

**RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:**

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DRAFT IN REVIEW AS OF 12/08/2023

**VANCOUVER INNOVATION CENTER (VIC)
FOURTH AMENDED AND RESTATED DEVELOPMENT AGREEMENT**

City (Grantor):	City of Vancouver, a Washington municipal corporation
Developer (Grantee):	The VIC Building Owner LLC, a Delaware limited liability company Evergreen School District No. 114, a Washington public school district
Abbreviated Legal:	#5&7 6-1-3E #10 MARTIN DLC,#22N,41,36,13 SIMMONS DLC 52.65A; #5&7 6-1-3E #10 MARTIN DLC,#22N,41,36,13 SIMMONS DLC 104.52A; #172 WM SIMMONS DLC 1.24A
Assessor's Tax Parcel Nos.:	126455000; 126816000; 986056494; 986060362
Full Legal Description:	See Exhibit A
Reference Numbers of Related Documents:	3343884, 5809816, 5979934 AMD, 6017326 COV

**VANCOUVER INNOVATION CENTER (VIC)
FOURTH AMENDED AND RESTATED DEVELOPMENT AGREEMENT**

This Vancouver Innovation Center (VIC) Fourth Amended and Restated Development Agreement (this "VIC DA") is entered into on this _____ day of _____, 2024, by and among the City of Vancouver, a Washington municipal corporation (the "City" or "Grantor") The VIC Building Owner LLC, a Delaware limited liability company (the "VIC"), and Evergreen School District No. 114, a Washington public school district ("ESD"), with the VIC and ESD individually and collectively as "Developer" or "Grantee". City and Developer are referred to as the "Parties."

BACKGROUND

A. WHEREAS, in the 1970's, Hewlett-Packard ("HP") acquired approximately 179 acres of real property, located at 18110 SE 34th Street, Vancouver, Washington, formerly known as the HP Campus and now commonly known as the Vancouver Innovation Center (VIC), for the purpose of developing a large manufacturing campus for its own purposes pursuant to an HP South Campus Master Plan and, after building 715,000 square feet of office space, HP sold the VIC in 2009 to S-E, Inc., a Delaware corporation ("SE") subject to the a development agreement; and

B. WHEREAS, the Property, as legally described on Exhibit A attached hereto, is currently encumbered by that certain Third Amended and Restated Development Agreement by and among SE, the Developer, and the City, dated September 15, 2021 (the "Restated DA") and the VIC is the successor in interest to SE on the Property and the Restated DA, except for any portion designated as the School LUA Property (Clark County Tax Parcel 986060362; abbreviated legal description #17 SEC 6 T1N R3EWM 20.00A), as legally described on Exhibit A-3 attached hereto, which SE sold to ESD on November 30, 2021; and

C. WHEREAS, on August 16, 2021, the City adopted Ordinance No. M-4346 amending the Property's Vancouver Comprehensive Plan and zoning map designation from Light Industrial (IL) to Mixed Use (MX) (the "Zoning Change"), adopting the Developer's Mixed Use Master Plan (the "VIC Master Plan") and approving the Restated DA; and

D. WHEREAS, as required by the Restated DA, that certain Restrictive Covenant, as corrected and re-recorded February 8, 2022 (6017326 COV) (the "Forested Tract Covenant") was recorded on the real property defined therein as the "Forested Tract" prohibiting development of the Forested Tract for any purpose other than park or open space uses; and

E. WHEREAS, the Property includes six existing connected buildings encompassing approximately 700,000 square feet that were constructed by HP (the "Existing Building") and, subsequent to the Parties entering into the Restated DA, the Developer obtained City approval to construct a 200,981 square foot industrial building pursuant to Type II Site Plan Review; and

F. WHEREAS, on May 5, 2023, Developer submitted a land use application for Major revisions, including but not limited to, the VIC Master Plan (the VIC Master Plan 2.0, as later defined herein) pursuant to Section 7 of the Restated DA requesting to amend certain master plan elements for the purposes of: consolidating industrial areas to optimize opportunities for employment-generating development, increasing residential density and affordable housing; integrating more open space; revising the transportation network to include a public marketplace within a central ring road commercial corridor to replace the Town Center Master Plan Amendment required by the Restated DA; allowing for hotel and community center development as a Type II conditional use permit; and updating the land use areas, phasing, and design standards;

G. WHEREAS, while retaining the Property's MX zoning designation and the Forested Tract Covenant development restrictions, modifications to the Restated DA and the VIC Master Plan currently encumbering the Property are necessary to facilitate development of the Property as proposed, and the Parties desire to facilitate development of the Property under the terms and conditions described below;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, the Parties agree set forth in this VIC DA.

AGREEMENT

Section 1. Recitals. The above background recitals are incorporated in this VIC DA.

Section 2. History of Development Agreements.

2.1 On June 4, 2001, HP and the City of Vancouver entered into a Development Agreement (“Original DA”) for the Property with an initial term of 15 years. This Original DA provided HP with reserved traffic capacity, master plan approval, vesting to existing land use codes, and required dedication of right-of-way on SE 192nd Ave.

2.2 On November 16, 2009, the City approved the First Amendment to the Original DA extending its term to June 4, 2020 (“First Amendment”) and a Second Amendment, approved on June 1, 2020, further extended the term another two years (“Second Amendment”).

2.3 On May 21, 2020, a pre-application conference was held between City staff, applicant representatives and a local neighborhood representative for consideration of the proposed Zoning Change, Restated DA, and VIC Master Plan. Application materials were submitted beginning on June 15, 2020.

2.4 Duly advertised Planning Commission workshops on the proposed Zoning Change, Restated DA, and VIC Master Plan were held on August 11, 2020, September 8, 2020, November 10, 2020, December 8, 2020, January 26, 2021, and May 11, 2021, and a Planning Commission public hearing was held on July 6, 2021. Duly advertised City Council workshops on the proposed Zoning Change, Restated DA, and VIC Master Plan were held on November 23, 2020, December 21, 2020, and July 12, 2021, followed by a City Council First Reading on August 9, 2021 and public hearing on August 16, 2021.

2.5 Pursuant to the public hearing, on August 16, 2021, the City Council adopted Ordinance M-4346 implementing the Zoning Change by amending the Vancouver Comprehensive Plan and Zoning map designation for parcels adjacent tax lots 126455000 and 126816000, located at 18110 SE 34th Street, adopting the VIC Master Plan, and authorizing the Restated DA, which was originally recorded on October 25, 2021 and re-recorded on February 8, 2022 to correct the cover page to include reference to Parcel 986056494 as it existed on October 25, 2021.

2.6 On October 25, 2021 the Forested Tract Covenant was recorded, and then re-recorded on February 8, 2022 to correct the Assessor’s Parcel Number referenced on the first page.

2.7 Duly advertised Planning Commission workshops on this VIC DA and the VIC Master Plan 2.0 were held on September 12, 2023, December 12, 2023, and [TBD], and a Planning Commission hearing was on [DATE]. Duly advertised City Council workshops were held on [DATES], followed by a City Council First Reading on [DATE] and public hearing on [DATE].

Section 3. Effective Date and Purpose. The “Effective Date” of this VIC DA is the date upon which the Vancouver City Council adopts an ordinance approving this VIC DA. That date will be written on the first page of this VIC DA, regardless of the date upon which the Parties’ signatures are affixed below. The purpose of this VIC DA is to:

3.1 Provide approval of a revised employment centered mixed-use master plan for the Property (“VIC Master Plan 2.0” defined below);

3.2 Continue to reserve a certain amount of traffic capacity set forth in the Original DA for the term of this VIC DA;

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3.3 Vest the Property and VIC Master Plan 2.0 approved under those land use regulations as provided herein;

3.4 Identify desired land uses that are approved and outright allowed under the VIC Master Plan 2.0;

3.5 Identify transportation improvements Developer agrees to construct to benefit the community and the Property, pursuant to the implementation of the VIC Master Plan 2.0; and

3.6 Identify the Park Parcel (as defined herein) that City has requested Developer sell to City, contingent upon execution of a mutually satisfactory purchase and sale agreement, and community park improvements the City will develop and operate.

Section 4. Description of the Proposed Development of the Property. The development of the Property will be a mixed use, 20-minute community where business, industry, residences, and the outdoors intersect. The Property will be developed consistent with the terms and provisions of this VIC DA and the VIC Master Plan 2.0, approved pursuant to Section 6 below.

Section 5. Approval and Vesting. The VIC Master Plan 2.0 will be fully and finally approved by the Vancouver City Council simultaneously with the approval of this VIC DA, in accordance with VMC 20.430.060(C)(3), after review and recommendation to the Vancouver City Council by the Vancouver Planning Commission. The Property shall be developed in accordance with the Vancouver Municipal Code (VMC) in effect as of the date the application for the VIC Master Plan 2.0 was received, which was December 1, 2022 (the “VIC 2.0 Application Date”), as modified by this VIC DA (including the VIC Master Plan 2.0), and (b) subject to the exception provided in Section 15, the VIC Master Plan 2.0 shall be vested to existing land use regulations and standards as of the VIC 2.0 Application Date.

5.1 Any permit or approval issued by the City for the Property after the Effective Date and before the termination of this VIC DA must be consistent with this VIC DA.

5.2 Through a Type I Process land use application process, as defined in the VMC, Developer may request that the Property be subject to later-enacted laws, regulations, and ordinances initiated and adopted by the City. Developer must demonstrate how the later-enacted ordinance(s) will benefit both the project, and the City while maintaining consistency with the City’s Comprehensive Plan. Developer must also demonstrate that use of later-enacted ordinances will not conflict with other ordinances to which the development is subject and will not be significantly detrimental to the health, safety, or general welfare of the City. An application to subject a development project to a subsequently enacted development regulation will cause the entire development project to be subject to all subsequently enacted development regulations in effect for the date of that application rather than the Effective Date, unless the City and Developer agree otherwise by amending this VIC DA. The Planning Director shall review and either approve the request, or determine that a new application must be submitted without reference to the later-enacted ordinance(s).

5.3 The amount and type of any impact fees associated with a proposed development will not vest, but rather, will be determined for each project specific development application in accordance with then applicable law. Environmental laws or development requirements, including standards related to sustainability and climate action, also will not vest.

5.4 The Property is located within the City’s Multifamily Housing Tax Exemption (MFTE) East Vancouver Residential Target Area defined in VMC Section 3.22.030(C)(4) and Developer must apply for the MFTE tax exemption program for any residential development of the Property, in

accordance with the eligibility and application criteria of VMC Chapter 3.22 and will diligently initiate and pursue MFTE applications for all residential units developed on the Property in accordance with the application procedures set forth in VMC 3.22.040(E), issuance of a conditional MFTE certificate in accordance with VMC 3.22.040(G), and application and issuance of a final MFTE certificate in accordance with VMC 3.22.040(J) and VMC 3.22.040(K). For any MFTE application approved by the City on the Property, Developer shall, as an independent obligation of this VIC DA comport with all MFTE program requirements, provided that such program requirements are not more restrictive than those established by the City as of this VIC DA Effective Date.

Section 6. VIC Master Plan 2.0. The VIC Master Plan 2.0 approved by this VIC DA includes the information provided in this Section 6 and Exhibits B, C, D, E, F, G, & H (including sub-exhibits) of this VIC DA. Exhibit B-1 provides a Master Plan Proposed Land Use Plan; and Exhibit E-1 (Design Guidelines) provides VIC Master Plan 2.0 renderings, depicting the intended look and feel of the fully developed Property. Any inconsistencies between Exhibit B-1 and its sub-exhibits B-2 through B-5 will be resolved in favor of Exhibit B-1. The VIC Master Plan 2.0, attached hereto as Exhibit B-2, is hereby approved and incorporated fully by reference into this VIC DA.

6.1 Land Use Areas. The Property contains three Land Use Areas (“LUAs”): Light Industrial (IL); Mixed Use (MX); and Residential (R), as well as the Forested Tract. Exhibit B-1 provides a Full Site Utilization Plan for the Property, identifying the location and intended use for each LUA and depicting an open space overlay. With the exception of the MX LUA, Developer shall submit site plans or subdivision applications, as appropriate for development of the LUAs, or portions thereof, in accordance with Title 20 VMC and the synchronicity and phasing provisions outlined in Sections 6.4 and 6.5, below.

6.2 Allowed Uses. Notwithstanding any limitations contained within the mixed-use provisions of VMC Title 20, the permitted uses for each LUA will be those uses that are permitted for each type of LUA specified in section 6.1, as of the VIC 2.0 Application Date, as modified by this VIC DA and Exhibit C.

6.3 Development Standards. Although the entire Property is zoned Mixed Use, each LUA will utilize development standards that more closely match its LUA designation, as modified by this VIC DA. For example, parking and lot size standards for the Light Industrial (IL) LUA will be held to the parking and lot size standards within the IL zoning code, as modified by this VIC DA. Parking standards and set back requirements for the Mixed Use (MX) LUA will be subject to the MX zone parking standards, as modified by this VIC DA and the VIC Master Plan 2.0. Attached hereto as Exhibit D is a list of approved development standards for the indicated LUAs, that deviate from current VMC and including those that are deemed modified by this DA. . Any variations from the applicable VMC development standards (as modified by this VIC DA) will be approved in accordance with VMC Title 20 as of the VIC 2.0 Application Date. Approval of such variations will be granted in accordance with applicable law and sections 7.2e and 7.3 below.

a. Vesting. The Property will vest to the development standards provided in VMC Title 20, applicable to each type of LUA specified in section 6.1, as of the VIC 2.0 Application Date, as modified by this VIC DA and Exhibit D.

b. New Buildings. Developer shall build 600,000 to 860,000 square feet of new employment square footage (new non-residential, non-parking gross square footage, with approximately 216,000 square feet of that employment square

footage to be built in the IL LUA. Developer may build up to 1,800 residential units throughout the Property. Developer may build more than 860,000 square feet of new employment square footage or more than 1,800 residential units only if Developer obtains a new traffic impact analysis, updating the April 28, 2023 *Kittelson & Associates Traffic Impact Analysis for the Revised Vancouver Innovation Center (The VIC) Mixed Use Master Plan* on file with the City.

c. *Building Height.* MX height standards apply to all LUAs throughout the Property (up to 75 feet).

6.4 Synchronicity. The sequencing of development of the various LUAs within the VIC Master Plan 2.0 is critical to achieving a successful mixed-use development and 20- minute communities. The VIC Master Plan 2.0 is, at its core, an employment based mixed use development. However, to obtain the on-site traffic recapture and to comply with VMC 20.430.060 (which requires at least 20% of the combined gross floor area of the buildings to be devoted to residential uses), residential development must be properly synchronized with employment land development. Notwithstanding anything to the contrary in VMC chapter 20.430, the following synchronicity rules apply to the timing of development of the LUAs.

a. There is no limit on the timing or pace of development of the **light industrial (IL) LUA** depicted on the Master Plan. Developer has already begun and intends to complete renovations and capital improvements in the Existing Building in the IL LUA by December 31, 2023. Residential units in the IL LUA, if any, shall be on the second floor, or above.

b. There shall be no limit on the timing or pace of development of a school on the School LUA Property. If the School LUA Property is not developed into a school, the 20-acre area retains its mixed use (MX) comprehensive plan designation, unless and until the School LUA Property owner applies for a comprehensive plan/map amendment in accordance with applicable law.

c. In the **mixed-use (MX) LUA** depicted in the VIC Master Plan 2.0 the timing and pace of development needs to include a mix of residential and commercial to support development of 20-minute communities.

d. There is no limit on Developer's ability to submit, entitle, and obtain land use approval for developing residential units in the **residential (R) LUA**.

6.5 Phasing. Developer is focusing current development efforts on the interior of the Existing Building. Subsequent development is expected to occur in phases. Each phase of development may overlap with the other and will follow the infrastructure phasing as described in Figure 2 of the April 28, 2023 *Kittelson & Associates Traffic Impact Analysis for the Revised Vancouver Innovation Center (The VIC) Mixed Use Master Plan* on file with the City (the "2023 VIC TIA"), which provides for development in four phases.

6.6 Design Standards. All new building development (except in the School LUA) must comply with this VIC Master Plan 2.0 and the Design Guidelines provided in Exhibit E to this VIC DA. In addition, all new building development (except in the School LUA) must be consistent with the November 2023 Comprehensive Sustainability Plan outlined in Exhibit E-2.

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6.7 Parking Plan. Parking will be provided in accordance with the requirements of each LUA, as may be modified by this VIC DA, and the VIC Master Plan 2.0, as set forth in Table 1.0 below. Developer and City may coordinate a residential parking permit program within the R-LUA that limits on-street public parking to permitted residents only during certain hours. If Developer allows shared public parking on private commercial surface lots during non-peak hours for existing uses and not to conflict with commercial tenant demands, Developer will be allowed to count on-street public parking immediately adjacent to the respective building for which Developer is seeking to satisfy the LUA parking requirements. Each site plan or subdivision application must demonstrate how it contributes toward compliance of the entire Property with the parking requirements of VMC 20.430.060(C)(2)(h) (including the 25% variance, if necessary) at full Property build out. ESD shall provide parking on the School LUA Property in accordance with VMC Table 20.945.070-2.

Table 1.0. Revised VIC Master Plan Parking Ratios

Program	Proposed for Masterplan 2.0
Single Family Attached (TH) within R LUA and MX LUA	1 stall/DU min.
Multifamily within R LUA and MX LUA except for Studios	1.5 stall/DU min.
Senior Housing in all LUAS	0.3 stall/DU min.
Studio units in all LUAs(MP2.0)	1 stall/DU min.
MX LUA (Non-Residential)	2 – 2.5 stalls/ 1,000 SF
IL LUA	Minimum per VMC 20.945.070; no maximum

6.8 Open Space. Developer shall create various open spaces as an overlay throughout the Property in accordance with the VIC Master Plan 2.0.

a. In addition to the Forested Tract and any private residential parks, the open space must include one or more outdoor publicly accessible features to encourage interaction and gathering, centrally located on the Property. Publicly accessible open spaces must equal to at least five percent (5%) of the total Property in accordance with VMC 20.430.060(C)(2)(d)(4).

b. Each site plan, subdivision application, or building permit application must demonstrate compliance with the fifteen percent (15%) minimum landscaping requirement of VMC 20.430.040(B), with any given site plan application, no less than 15% of the cumulative area of all approved and pending site plan applications within the Property shall be landscaped and Developer shall provide a chart demonstrating compliance with same.

6.9 Community Park. Developer has set aside the approximately 13.70-acre Forested Tract in the northeast corner of the Property as open space for purposes of forest preservation, open space, public recreation, and natural habitat and Developer has reserved the Park Access Area for a future parking and public entryway to the Forested Tract, with both the Forested Tract and the Park Access Area. Although

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Developer is willing to retain ownership of the Forested Tract for the uses set forth in this section, the City has expressed a desire to acquire the Forested Tract for development by the City as a public community park. The Forested Tract is part of the open space identified in the VIC Master Plan 2.0. The Forested Tract is more specifically depicted on Exhibit A-1. The Park Access Area is generally depicted on Exhibit A-2.

a. Restrictive Covenant. Developer and City have recorded the Forested Tract Covenant, prohibiting development of the Forested Tract for any purpose other than open space. Such covenant does not prohibit installation of community park amenities. For the purpose of more effective tree canopy preservation, Developer and City shall modify the Forested Tract Covenant within thirty (30) business days of the Effective Date to update the Forested Tract legal description to that attached hereto on Exhibit A-1. The Forested Tract Covenant cannot be otherwise modified or removed without Vancouver City Council approval.

b. Creditable. Whether or not the City acquires the Forested Tract, it will count toward the open space requirements under applicable chapters of the VMC for a mixed-use master plan. The trees existing within the Forested Tract will be evaluated for any requirement of the VMC and the VIC Master Plan 2.0 applicable to tree preservation, tree unit calculation, tree canopy calculations. Tree density calculations will be based upon a Tree Plan developed by the Developer's project arborist in conjunction with the City of Vancouver Urban Forester and submitted by Developer to the City for review designating trees in the Forested Tract and on the Property either for retention or removal (the "Tree Plan"). Based upon the Tree Plan, tree density calculations for the Property will be established in accordance with VMC Section 20.770.080(B).

c. Creation of Park Parcel. If Developer and the City reach agreement as to the Sale of the Forested Tract, Developer shall cause the creation of separate legal lot from the existing Property, which separate lot will consist of the combined Forested Tract and Park Access Area (the "Park Parcel").

d. Public Acquisition. Provided that the City determines to provide improvements for public use and enjoyment consistent with the community park designated in the City's Capital Facility Plan and consistent with the VIC Master Plan 2.0, the City may seek to acquire the Park Parcel utilizing budgeted and reserved Park Impact Fee funds from the park service area in which the Park Parcel is located (formerly District 4, now designated as District C) in accordance with RCW 82.02.070 for this purpose. Developer and City will negotiate in good faith to enter into a purchase and sale agreement for the Park Parcel pursuant to this VIC DA ("Park PSA"). However, if the Developer and the City cannot reasonably enter into a Park PSA, then the exercise of City's power of eminent domain in order to fulfill a fundamental public purpose by causing the Park Parcel to become a community park will be imminent. Notwithstanding the foregoing, the City must comply with Chapter 8.12 RCW and all applicable laws and procedures for any condemnation action. If Developer and City negotiate and enter into the Park PSA, Developer and City agree as follows:

(i) Fair Market Value. The purchase price to be paid by the City for the Park Parcel shall be determined by the fair market value of the real

property as determined by an appraisal dated within 24 months of the effective date of the purchase and sale agreement, using the Uniform Standards of Professional Appraisal Practice (“USPAP”) methodologies based on the Park Parcel’s best and highest use as a mixed-use zoned property (the “Appraisal Value”). The purchase price to be paid by the City for the Park Access Area portion of the Park Parcel shall be the Appraisal Value and the purchase price to be paid by the City for the Forested Tract portion of the Park Parcel shall be fifty percent (50%) of the Appraisal Value, calculated on the basis of the per square footage valuation.

(ii) Qualified Appraiser. The parties shall attempt to agree on a single MAI real estate appraiser to conduct the USPAP appraisal and share that cost equally. If the parties are unable to agree upon a single appraiser, then the City shall choose an appraiser who shall be a certified general real estate appraiser licensed by the State of Washington who is a member of the Appraisal Institute of America (MAI) and who has at least five (5) years’ commercial appraisal experience in Clark County and who has not been regularly employed or retained as a consultant, appraiser or agent of either party during the prior twelve (12) months (herein “Qualified Appraiser”) and Developer shall choose an appraiser who shall also be a Qualified Appraiser. Each Party will pay for the cost of their Qualified Appraiser. If the appraisers are unable to agree upon the Appraisal Value within fifteen (15) days, the two Qualified Appraisers so appointed shall select a third Qualified Appraiser within five (5) days (whose cost will be shared equally between the Developer and the City). Within fifteen (15) days following the selection of a third Qualified Appraiser, a majority of the Qualified Appraisers shall attempt to reach agreement on the Appraisal Value of the Park Parcel. If a majority of the Qualified Appraisers are unable to agree on the Appraisal Value, the three appraisals shall be added together, and their total divided by three; the resulting quotient shall be the Appraisal Value. If, however, the low appraisal and/or high appraisal is more than ten percent (10%) lower and/or higher than the middle appraisal, the lower appraisal and/or the higher appraisal shall be disregarded. If only one appraisal is discarded, the remaining two appraisals shall be added together, and their total divided by two and the resulting quotient shall be the Appraisal Value. If both the low appraisal and the high appraisal are disregarded, the middle appraisal shall be the Appraisal Value.

(iii) Park Rules. Upon acquisition by the City, the Park Parcel will be subject to the versions of VMC Chapter 15.04 (“Park Rules”) and VMC Chapter 15.08 that are in effect as of the VIC 2.0 Application Date.

(iv) Community Park Design. The Park Parcel will be planned to meet the City’s current community park standard, as of the Effective Date. The community park master planning and design process for the Park Parcel will consider the Revised Design Standards of this VIC DA, be congruent

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with the VIC Master Plan 2.0, integrate passive recreation space and natural resource areas, provide public restrooms, accommodate public parking in the Park Access Area, and engage the surrounding community. The Developer shall have input during the Park Parcel planning and design process, which will include a detailed needs and community park site assessment to determine size, scale, and final selection of specific amenities. The Park Parcel design will include a wide variety of amenities that seek to serve all segments of the surrounding community and may include a selection of recreation improvements for organized activities such as sports fields, skate parks, picnic shelters, community gardens, trails, event spaces, and public art and cultural features within the Forested Tract.

(v) Community Park Development. Based on the City's recent community park design efforts, the City anticipates that the following Initial Improvements to the Park Parcel would be constructed within three (3) years of the City's acquisition:

- (1) Preservation of tree canopy and tree density preservation as a design priority;
- (2) Dedicated public parking, including ADA accessible parking, constructed in the Park Access Area;
- (3) Provision for replacement by the City in accordance with VMC 20.770.080 of any tree density removal from the Park Access Area that is necessitated by parking development with trees planted on-site (within the Property) and restricted from future removal;
- (4) Siting and construction of public restrooms;
- (5) Playground installation;
- (6) Hard surface paths making all major amenities pedestrian accessible; and
- (7) Nature trails, which may be soft surface.

The City will issue a Request for Qualification (RFQ) within sixty (60) days following execution of the Park PSA for a qualified landscape architect to create and implement the Park Parcel design. The Developer shall have input on the RFQ specifications and standards for approval in the City's selection of a qualified landscape architect. The RFQ will allow a thirty (30) day response period, and, assuming a qualified response is received, the City will award the contract within sixty (60) days of the RFQ closing. The City will allow eight (8) months from the award of contract for a community park design draft and an additional two (2) months for issuance of Initial Improvements plans and specifications.

The City will report annually to the VIC on progress made to complete the Initial Improvements design, planning, and construction. The City must demonstrate commercially reasonable efforts to meet major milestones

and to budget adequate funds to timely complete the Initial Improvements. The VIC will notify the City of any perceived deficiencies in performance within thirty (30) days of receipt of such progress report.

Should Developer and the City fail for any reason to enter into the Park PSA for the Forested Tract, and further, should the City institute a condemnation proceeding to acquire the Forested Tract, nothing included in this VIC DA may be used by the City as evidence in such proceeding as to the Developer's willingness to sell the Forested Tract to the City or for purposes of demonstrating public use and necessity.

6.10 Landscape Plan. The Property currently has a 47-acre tree canopy, which is 26% of the total acreage. Once developed, the Property will have more tree canopy coverage than the Property currently enjoys and, including the School LUA Property and the Forested Tract, is projected to have 55-acres of tree canopy, covering more than the City's aspirational target of 30% of the total acreage. Developer shall submit more detailed landscape plans with each site plan/subdivision application, detailing the drought-resistant, native plants that will be used in each LUA, demonstrating compliance with tree density requirements in VMC 20.770.080, and demonstrating progress toward the 5-, 10-, 15-, and 20-year tree canopy targets. Landscaping throughout the Property will be consistent with and complimentary to the native plants in the Forested Tract.

6.11 Ring Road Commercial Corridor. Within the IL LUA and MX LUA, there is an identified commercial corridor created by a loop road that rings the Existing Building and plaza. Improvements adjacent to the ring road within the MX LUA must have predominantly active uses on first floor of frontages facing the ring road. Development of all improvements adjacent to the ring road in the MX LUA must be at least three-stories high and have a setback from the ring road of no more than 20 feet, unless there is a public plaza, market, or pavilion in the setback. Parking for buildings on the ring road must be located behind buildings and/or effectively buffered from the ring road. Notwithstanding the above, the planning official shall have the ability to deviate from specific aspects of these Ring Road Commercial Corridor requirements (including but not limited to building height, number of floors and setback requirements) to the extent that the plan proposed is in keeping with the overall vision of an activated commercial street and otherwise compliant with building code. The ring road commercial corridor must be attractive, active and accessible and the Developer must coordinate wayfinding for the ring road with the City.

6.12 Compliance. Developer shall comply with this VIC DA and the VIC Master Plan 2.0 – including but not limited to all associated exhibits. All development proposed by an entity other than Developer will be reviewed by a design review committee, chaired by Developer, to ensure compliance with the VIC Master Plan 2.0, the VIC DA.

Section 7. Master Plan Revisions. There are three categories of VIC Master Plan 2.0 revisions: Major, Minor, and De Minimis revision requests. Developer may request Major revisions to the VIC Master Plan 2.0 no more than once in any calendar year, unless mutually agreed to by the City. All proposed revisions shall be considered under the approval criteria identified below.

7.1 Major Revisions. Requests to modify or revise the VIC Master Plan 2.0 as follows are deemed Major and subject to a Type IV review process, requiring concurrent amendment of this VIC DA.

- a. Greater than 10% increase in total residential units on the Property, except as provided in Section 6.3;

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- b.** A reduction of non-residential square footage on the Property by more than 10%;
- c.** Increase of parking by more than 10%;
- d.** Greater than 10% decrease in the amount of open space approved in the VIC Master Plan 2.0;
- e.** New uses not included in the VIC Master Plan 2.0 and this VIC DA;
- f.** Changes in the boundaries between LUAs that alter the total acreage of any LUA by more than 10%;
- g.** Development of the School LUA Property for any purpose other than as a school, to modify the use limitation in Exhibit C and address the requirements of VMC 20.430.060(C)(2)(e)(4); and
- h.** A change from a residential use to any other use for structures along the Forested Tract.

7.2 Minor Revisions: The following will be considered Minor Revisions to the VIC Master Plan 2.0, subject to Type II Review:

- a.** Access points of any LUA provided the resulting site plan or subdivision proposal is consistent with the Full Site Utilization Plan;
- b.** New buildings, so long as the additional development can be accommodated with only minor changes to the transportation, water, sewer, storm drainage systems, or the Full Site Utilization Plan, in the approved Master Plan;
- c.** Significant changes to street locations or capacity, as determined by the Planning Director;
- d.** Reduction of parking by more than 10%;
- e.** Approval of development and design standard variations in excess of the variations allowed by applicable VMC; and
- f.** Any other changes that are not Major Revisions, that the Planning Director or Parks and Recreation Director, regarding changes to the Forested Tract, determines are not de minimis.

7.3 De Minimis Revisions: The Planning Director may review and approve any change to the VIC Master Plan 2.0 that are not specifically addressed above, if the Planning Director determines such change to be de minimis.

7.4 Approval Criteria. All Major, Minor, and De Minimis changes to the VIC Master Plan 2.0 will be reviewed according to the following approval criteria:

- a.** The proposed change meets the intent of the adopted VIC Master Plan 2.0;
- b.** The proposed change will not result in a substantial impact to transportation, water, sewer or storm water management systems, after considering all mitigation plans;

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- c. The proposed change will not result in adverse impacts to adjacent properties or uses, after considering all mitigation plans; and
- d. The proposed change is consistent with the then current Vancouver Municipal Code and Vancouver Comprehensive Plan.

Section 8. Parcelization. Developer may divide the Property into separate legal lots so long as those lots are created utilizing the land division processes or exemptions thereto contained in applicable law and are not inconsistent with the VIC Master Plan 2.0 and this VIC DA. Any new parcel or lot thereby created will be bound by the terms and conditions of the VIC Master Plan 2.0 and this VIC DA.

Section 9. Park Impact Fee Credits and Reductions. Developer shall be entitled to Park Impact Fee exemptions and reductions available by law, including but not limited to VMC 20.915.080 and .090.

Section 10. Traffic and Trips.

10.1 Retained Traffic Capacity. Exhibit F to this VIC DA sets forth the AM peak hour trips, PM peak trips and total vehicle trips per day that were reserved under the Restated DA and remain reserved through this VIC DA, hereunder. Also attached as part of Exhibit F is the VIC Site Trip Generation Estimate provided in Table 4 of the 2023 VIC TIA.

10.2 Surrendered Traffic Capacity. Exhibit G to this VIC DA sets forth the AM peak hour trips, PM peak hour trips and total vehicle trips per day that were vested and reserved under the Restated DA, and trips surrendered to the City through the Original Development Agreement.

10.3 Trip Utilization Accounting. Developer shall prepare a Transportation Compliance Letter for each proposed new development site, in conjunction with site plan application to document the utilization of vested, retained traffic capacity. Trips generated by the Forested Tract will not be charged against the Retained Traffic Capacity. The Transportation Compliance Letter for each proposed new development must provide:

- a. The number of net new weekday daily, weekday AM peak hour and weekday PM peak hour trips estimated to be generated by the proposed use based on trip rates in the *Trip Generation Manual, 11th Edition* as published by the Institute of Transportation Engineers, or the then-current version as agreed between the parties, for the site. Internal trip allocations will be documented following the assumptions made in the 2023 VIC TIA.
- b. A debiting summary comparing the total net new weekday AM peak hour and weekday PM peak hour trips vested to the Property (as set forth in Exhibit F attached hereto), net new weekday AM and PM peak hour trips consumed to date, and net new weekday AM and PM peak hour trips remaining for future development after accounting for approved and proposed site development(s).
- c. The net new Weekday PM peak hour site-generated trips associated with the proposed development, projected to travel through the SR-14/SE 192nd Avenue westbound terminal will be developed using the trip distribution pattern identified in Figure 5 of the 2023 VIC TIA, as set forth on Exhibit F attached hereto as most applicable to the proposed use.
- d. The net new Weekday PM peak hour site-generated trips associated with the proposed development projected to travel through the SE 20th Street/SE 176th

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Avenue intersection will be developed using the trip distribution pattern identified in Figure 5 of the 2023 VIC TIA, as set forth on Exhibit F attached hereto as most applicable to the proposed use.

e. The net new Weekday PM peak hour site-generated trips associated with the proposed development projected to travel through the SE 34th Street/SE 192nd Avenue will be developed using the trip distribution pattern identified in Figure 5 of the 2023 VIC TIA, as set forth on Exhibit F attached hereto as most applicable to the proposed use.

f. In the event the sum of the total net new trips generated by a development within the Property plus the sum of total net new trips previously allocated to development within the Property exceed the total net new weekday AM and PM peak hour trips vested to the property in Exhibit F, Developer shall prepare a new traffic impact analysis to assess the impact of the excess trips.

Section 11. Transportation Improvements. Developer agrees to construct those transportation improvements and dedicate necessary right of way identified in Exhibit H to this VIC DA. Timelines will be established by the individual project phases identified in Table 1 of the 2023 VIC TIA. Notwithstanding anything to the contrary in this VIC DA, the City Transportation Manager may approve changes to the individual project phases in Table 1; such changes will not be considered revisions to this VIC DA. Developer's efforts to improve the Existing Building will not be contingent upon or require the development of any Transportation Improvements as a condition of approval. Developer may pay to have the City, or a third party, construct the transportation improvements in whole, or in part. If the total number of trips allocated to the Property remain below the vested, Retained Traffic Capacity provided in Exhibit F, Developer shall not be obligated to accomplish any other transportation improvements or other transportation mitigation as a condition of approval for any development on the Property. In the event the total net new trips generated by a proposed development on the Property triggers the requirements of Section 10.3f above, Developer may be required to accomplish transportation improvements or mitigation measures related solely to the impact of those excess trips.

Section 12. "Proportionate Share" Payments. Although the estimated trips for the Property are already vested, and thus future development of the Property pursuant to this VIC DA will not increase the presently calculated burden on the City's transportation system, Developer voluntarily agrees to pay fees as outlined in this section, as if it were participating in a "proportional share" transportation impact overlay area. Notwithstanding anything to the contrary herein, Developer's efforts to improve the Existing Building will not be contingent upon or require the development of any "Proportionate Share" payments. Prior to building occupancy permit issuance for any new building to be built on the Property, Developer shall pay:

12.1 a \$2,000 "proportionate share" fee for each weekday PM peak hour site-generated trip projected to travel through the **SR-14/SE 192nd Avenue** westbound terminal intersection, as documented in the Trip Compliance Letter;

12.2 a \$400 "proportionate share" fee for each weekday PM peak hour site-generated trip projected to travel through the **SE 176th Avenue/SE 20th Street** intersection, as documented in the Trip Compliance Letter.; and

12.3 a \$150 "proportionate share" fee for each weekday PM peak hour site-generated trip projected to travel through the **SE 34th Street/SE 192nd Avenue** intersection, to reconstruct that intersection to a concrete surface, as documented in the Trip Compliance Letter. The precise amount of this

fee will be calculated and mutually agreed upon between the City of Vancouver Streets/Transportation Manager and Developer. Such an agreement will not require a revision of this VIC DA.

12.4 Any other proportionate share projects that have been developed by the City as of the Effective Date of this VIC DA to which development of the Property will distribute new peak hour trips, provided that the City shall provide Developer with a list of such projects within 90 days following the Effective Date.

Section 13. SE 29th Street. The City shall add SE 29th Street between SE 176th Avenue and SE 192nd Avenue to its Capital Facilities Plan by way of the Spring 2024 Supplemental Budget process and its Transportation Impact Fee (TIF) Program project list, in accordance with VMC 20.915.090(A)(1) and pursuant to Developer timely providing the City with an engineered cost estimate that reflects the value of the public works prevailing wage construction cost unit price. Additionally, although not required for these improvements to qualify for TIF credits, the City will consider adding SE 29th Street (between 176th Avenue and 192nd Avenue) to its 2025-2030 Six-Year Transportation Improvement Program, which will be finalized and approved by City Council on or before June 30, 2024. The Property requires access onto both SE 176th Avenue and SE 192nd Avenue from SE 29th Street and Developer is obligated to design and construct SE 29th Street between SE 176th Avenue and SE 192nd Avenue, including a single lane roundabout at SE 176th Avenue and a traffic signal at SE 192nd Avenue.

Section 14. Traffic Impact Fee Credits and Reductions.

14.1 As provided herein, Developer shall construct SE 29th Street from 176th Avenue through the Property to 192nd Avenue as conceptually shown on the VIC Master Plan 2.0, based on the project phases in the 2023 VIC TIA. Notwithstanding VMC 20.915.090(A)(3), Developer shall be entitled to traffic impact fee credits, for the full value of the impact fee calculated for the SE 29th Street improvements.

14.2 Developer shall be entitled to Traffic Impact Fee credits for any and all other transportation improvements provided by Developer so long as such improvements are located on the Traffic Impact Fee Program's list of projects at the time such improvements are made.

14.3 Developer shall be entitled to Traffic Impact Fee reductions in accordance with VMC 20.915.090(D).

Section 15. Sustainability and Environment. Environmental laws or development requirements shall not vest. Developer shall comply with all current environmental law requirements including standards related to sustainability and climate action such as the City's Interim Green Building Policy as set forth in the Developer's Sustainability Plan (Exhibit E-2), which are in effect and applicable at the time of development approval for any project within the Property.

Section 16. Reserved Authority of City. Anything in this VIC DA to the contrary notwithstanding, the City shall have the authority to impose new or different regulations to the extent required by a serious threat to public health and safety as required by RCW 36.70B.170 to the extent that such threat is proximate cause, or is proximately aggravated by the impacts of the proposed development of the Property, or any portion thereof; provided, however that such action will only be taken by legislative act of the Vancouver City Council after appropriate public process, Developer reserves all rights to contest and/or appeal the implementation of such new or different regulation(s) and further reserves the right to seek any damages they may be lawfully entitled to, to the extent such new or different regulation(s) impact(s) property rights conveyed under this VIC DA.

Section 17. Miscellaneous Provisions

17.1 Counterparts. This VIC DA may be executed in counterparts; however, all signature pages will be recorded together, and the complete recorded VIC DA constitutes the final instrument.

17.2 Termination. This VIC DA will terminate upon the mutual agreement of the Parties in writing, which will be recorded, or upon expiration of the Term, whichever first occurs.

17.3 Authorization. The persons executing this VIC DA on behalf of City and Developer are authorized to do so and, upon execution by such parties, this VIC DA will be a valid and binding obligation of such parties in accordance with its terms. The Parties have each obtained any and all consents required to enter into this VIC DA and to consummate or cause to be consummated the transactions contemplated hereby.

17.4 Run with the Land. This VIC DA will run with the land and inure to the benefit of and be binding on the Parties' successors and assigns and will be recorded with the County Auditor.

17.5 Public Hearing. The City's authority to execute this VIC DA is granted by the Vancouver City Council in accordance with the requirements of VMC Chapter 20.250.

17.6 Dispute Resolution. Should a disagreement arise between the Parties, the Parties agree to attempt to resolve the disagreement by first meeting and conferring. If such meeting proves unsuccessful to resolve the dispute, the disagreement may be resolved by a civil action.

17.7 Venue. This VIC DA will be construed in accordance with the laws of the State of Washington, and venue is in the Clark County Superior Court.

17.8 Attorneys' Fees. If a suit, action, or other proceeding of any nature whatsoever (including any proceeding under the U. S. Bankruptcy Code) is instituted in connection with any controversy arising out of this VIC DA or to interpret or enforce any rights or obligations hereunder, the prevailing party will be entitled to recover its attorney, paralegal, accountant, and other expert fees and all other fees, costs, and expenses actually incurred and reasonably necessary, as determined by the court at trial or on any appeal, or by any mediator, arbitrator, hearing examiner, or other dispute review, in addition to all other amounts provided by law.

17.9 Performance. In the event either Party fails to perform the terms and provisions of this VIC DA, which failure continues uncured for a period of sixty (60) days following written notice from the other Party (unless the Parties have mutually agreed in writing to extend this period) will constitute a default under this VIC DA. Any notice of default must specify the nature of the alleged default and, where appropriate, the way the alleged default may be satisfactorily cured. If the nature of the alleged default is such that it cannot be reasonably cured within the sixty (60) day period, then the commencement of actions to cure the alleged default within the sixty (60) day period and diligent prosecution of such actions necessary to complete the cure of the alleged default, will be deemed to be a cure within the sixty (60) day period. Upon a default that is not cured as provided above, the non-defaulting Party may institute legal proceedings to enforce the terms of this VIC DA. If the default is cured, then no default exists, and the noticing Party shall take no further action.

17.10 Severability. If any portion of this VIC DA will be invalid or unenforceable to any extent, the validity of the remaining provisions will not be affected thereby. If a material provision of this VIC DA is held invalid or unenforceable such that a Party does not receive the benefit of its bargain, then

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the other Parties will renegotiate in good faith terms and provisions that will effectuate the spirit and intent of the Parties' agreement herein.

17.11 Inconsistencies. If any provisions of the VMC and land use regulations are deemed inconsistent with this VIC DA, the provisions of this VIC DA will prevail, excepting the City's reserved authority described above and in accordance with VMC 20.250.020(A).

17.12 Amendments. This VIC DA and its Exhibits may only be amended as provided herein. Where specific amendment or revision clauses are not provided in this VIC DA, then all other amendments or revisions to this VIC DA will be made only by mutual written agreement of the Parties, and all amendments will be recorded in the Clark County deed records. Agreement by the City may only be obtained through a Type IV legislative proceeding.

17.13 Survival. Any covenant or condition set forth in this VIC DA, the full performance of which is not specifically required prior to the expiration or earlier termination but which by its terms is to survive the termination of this VIC DA, will survive the expiration or earlier termination of this VIC DA and will remain fully enforceable thereafter.

17.14 No Benefit to Third Parties. The Parties are the only parties to this VIC DA and are the only parties entitled to enforce its terms, except as otherwise specifically provided in this VIC DA. There are no third-party beneficiaries.

17.15 Entire Agreement. This VIC DA supersedes the Original DA, the First Amendment to DA, the Second Amendment to DA, and the Restated DA in their entirety. This VIC DA, as amended from time to time, constitutes the entire agreement between the Parties as to the subject matter.

17.16 Non-Waiver. Waiver by any Party of strict performance of any provision of this VIC DA will not be deemed a waiver of or prejudice a Party's right to require strict performance of the same or any other provision in the future. A claimed waiver must be in writing and signed by the Party granting a waiver. A waiver of one provision of this VIC DA will be a waiver of only that provision. A waiver of a provision in one instance will be a waiver only for that instance, unless the waiver explicitly waives that provision for all instances.

17.17 Interpretation of VIC DA; Status of Parties. This VIC DA is the result of arm's-length negotiations between the Parties and will not be construed against any Party by reason of its preparation of this VIC DA. Nothing contained in this VIC DA will be construed as creating the relationship of principal and agent, partners, joint ventures, or any other similar relationship between the Parties.

17.18 Future Assurances. Each of the Parties will promptly execute and deliver such additional documents and will do such acts that are reasonably necessary, in connection with the performance of their respective obligations under this VIC DA to carry out the intent of this VIC DA.

17.19 Term. The Term of this VIC DA continues the Term of the Restated DA and therefore is 15 years from the effective date of the Restated DA, commencing on September 15, 2021 and expiring on September 14, 2036. The Term of this VIC DA may be extended after public hearing by the Vancouver City Council.

17.20 List of Exhibits

- A Property Legal Descriptions
 - A-1 Legal Description of Forested Tract
 - A-2 Diagram of the Proposed Park Access Area

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- A-3 Legal description of the School LUA Property
- B VIC Master Plan 2.0
 - B-1 VIC Master Plan 2.0
 - B-2 Site Open Space Plan
 - B-3 Site Plan Mobility
 - B-4 Site Streetscape Plan
 - B-5 Site Trail Sections Plan
- C Allowed Uses
- D Approved Development Standards
- E Design Standards
 - E-1 Revised Design Guidelines (Appendix F)
 - E-2 November 2023 Comprehensive Sustainability Plan
- F Retained Traffic Capacity
- G Restated DA Surrendered Traffic Capacity
- H Transportation Improvements

[SIGNATURE PAGES FOLLOW]

DRAFT IN REVIEW AS OF 12/08/2023

CITY OF VANCOUVER, a Washington municipal corporation

By: _____ Date: _____
By: Eric Holmes, City Manager

PO Box 1995
Vancouver, WA 98668-1995

Attest:

By: _____
By: Natasha Ramras, City Clerk (or designee)

Approved as to form only:

By: _____
By: Jonathan Young, City Attorney (or designee)

STATE OF WASHINGTON }
 } SS
COUNTY OF CLARK }

I certify that I know or have satisfactory evidence that Eric Holmes is the person who appeared before me, acknowledged that they signed this instrument, and on oath stated that they were authorized to execute the instrument and acknowledged it as the City Manager of the City of Vancouver, a Washington municipal corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated this ____ day of _____, 20____.

By: _____
Notary Public in and for the State of Washington
My appointment expires: _____

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EXHIBIT A – Property Legal Descriptions

EXHIBIT A-1 – Forested Tract Legal Description



17356LD14
9/3/2021
GAH

VANCOUVER OFFICE

1325 SE Tech Center Drive, Suite 140 • Vancouver, WA 98683
360.695.3411 • info@mackaysposito.com

EXHIBIT A
VANCOUVER INNOVATION CENTER
FOREST PARCEL DESCRIPTION

A TRACT OF PROPERTY SITUATED IN THE NORTHEAST QUARTER OF SECTION 6, TOWNSHIP 1 NORTH, RANGE 3 EAST OF THE WILLAMETTE MERIDIAN, IN CLARK COUNTY, WASHINGTON, BEING DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 6; THENCE SOUTH 01°12'07" WEST ALONG THE EAST LINE OF SAID SECTION 6, A DISTANCE OF 1298.25 FEET TO A POINT ON THE NORTH LINE OF THAT TRACT OF LAND AS SURVEYED BY MACKAY AND SPOSITO JANUARY 9, 1979 AND RECORDED IN BOOK 9 OF SURVEYS, PAGE 116 OF CLARK COUNTY RECORDS; THENCE ALONG SAID NORTH LINE NORTH 89°09'22" WEST A DISTANCE OF 146.43 FEET TO THE WESTERLY RIGHT-OF-WAY OF SE 192ND AVENUE, AS DEDICATED TO THE CITY OF VANCOUVER BY STATUTORY WARRANTY DEED RECORDED JULY 2, 2001 AS AUDITOR'S FILE NO. 3340502 AND THE **POINT OF BEGINNING**; THENCE CONTINUING ALONG THE NORTH LINE OF SAID TRACT NORTH 89°09'22" WEST 1325.35 FEET; THENCE LEAVING SAID NORTH LINE SOUTH 00°50'38" WEST 86.31 FEET TO A POINT ON THE ARC OF A 25.00 FOOT RADIUS CURVE, THENCE FROM A TANGENT BEARING SOUTH 89°09'22" EAST, ALONG SAID CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 45°14'10", AN ARC DISTANCE OF 19.74 FEET TO A POINT OF REVERSE CURVATURE WITH A 46.00 FOOT RADIUS CURVE; THENCE CONTINUING ALONG SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 168°09'13", AN ARC DISTANCE OF 135.00 FEET; THENCE SOUTH 89°09'25" EAST 45.09 FEET TO A POINT OF CURVATURE WITH A 200.00 FOOT RADIUS CURVE; THENCE ALONG SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC DISTANCE OF 314.16 FEET; THENCE SOUTH 0°50'35" WEST 203.94 FEET; THENCE SOUTH 37°25'49" WEST 47.17 FEET TO A POINT ON THE ARC OF AN 815.00 FOOT RADIUS CURVE, THENCE FROM A TANGENT BEARING SOUTH 59°36'54" EAST, ALONG SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 07°02'52", AN ARC DISTANCE OF 100.25 FEET; THENCE NORTH 37°25'49" EAST 223.15 FEET; THENCE SOUTH 52°23'47" EAST 461.97 FEET; THENCE SOUTH 37°27'30" WEST 179.71 FEET; THENCE SOUTH 67°32'30" EAST 93.63 FEET; THENCE NORTH 22°27'30" EAST 5.00 FEET; THENCE NORTH 70°02'48" EAST 14.92 FEET TO THE WESTERLY RIGHT OF WAY LINE OF SAID SE 192ND AVENUE AND A POINT ON THE ARC OF A 1235.00 FOOT RADIUS CURVE, THENCE ALONG SAID WESTERLY RIGHT OF WAY THE FOLLOWING COURSES:

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THENCE FROM A TANGENT BEARING NORTH 24°46'53" EAST, ALONG SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 03°38'24", AN ARC DISTANCE OF 78.46 FEET; THENCE NORTH 29°55'05" EAST 536.02 FEET; THENCE NORTH 29°34'02" EAST 150.03 FEET; THENCE NORTH 41°45'35" EAST 56.33 FEET TO A POINT OF CURVATURE WITH A 1085.00 FOOT RADIUS CURVE; THENCE FROM A TANGENT BEARING NORTH 28°14'11" EAST, ALONG SAID CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 02°45'08", AN ARC DISTANCE OF 52.12 FEET; THENCE NORTH 12°49'19" WEST 39.78 FEET; THENCE NORTH 11°55'07" EAST 102.02 FEET TO THE **POINT OF BEGINNING**.

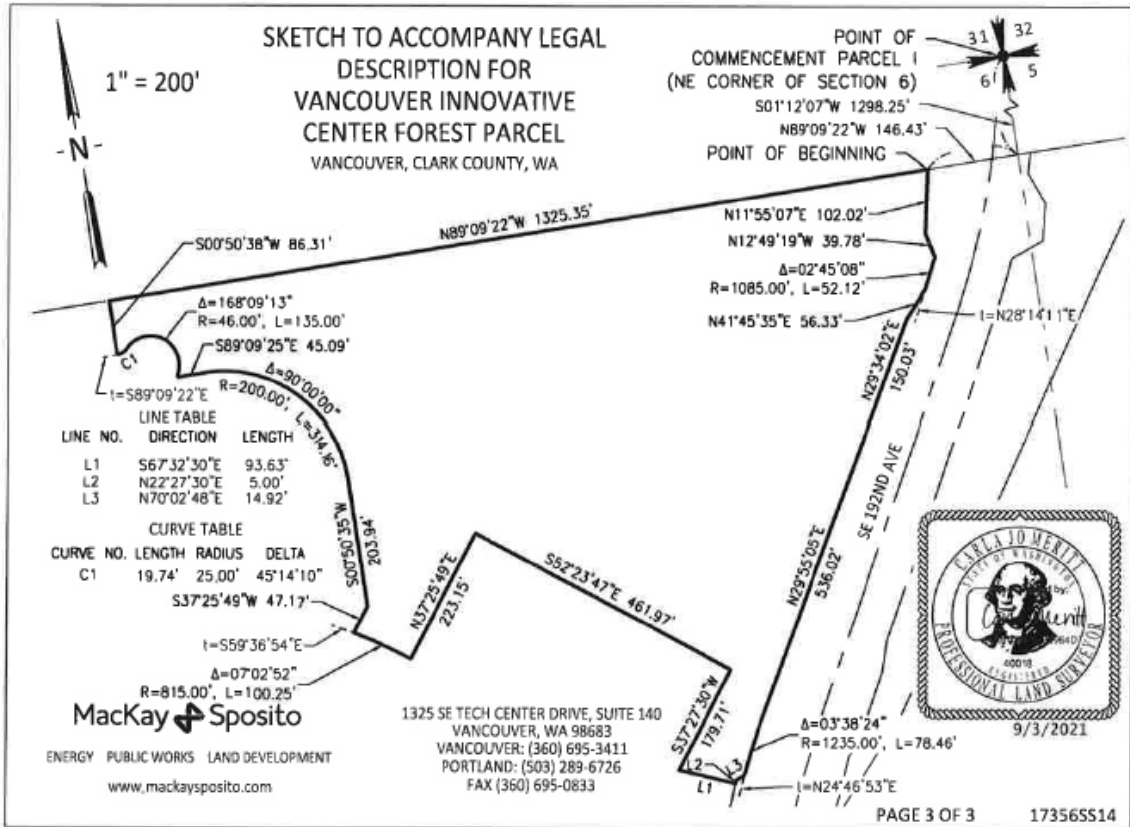
EXCEPTING THERE FROM ANY PORTION LYING WITHIN SE 192ND AVENUE.

CONTAINING 13.704 ACRES, MORE OR LESS

SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD.



9/3/2021



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EXHIBIT A-2 – Park Access Area Legal Description

[Insert legal description of the property adjacent to the Forested Tract but exempt from the covenant, intended for use as park parking to be acquired at Fair Market Value (MX) and improved by the City.]

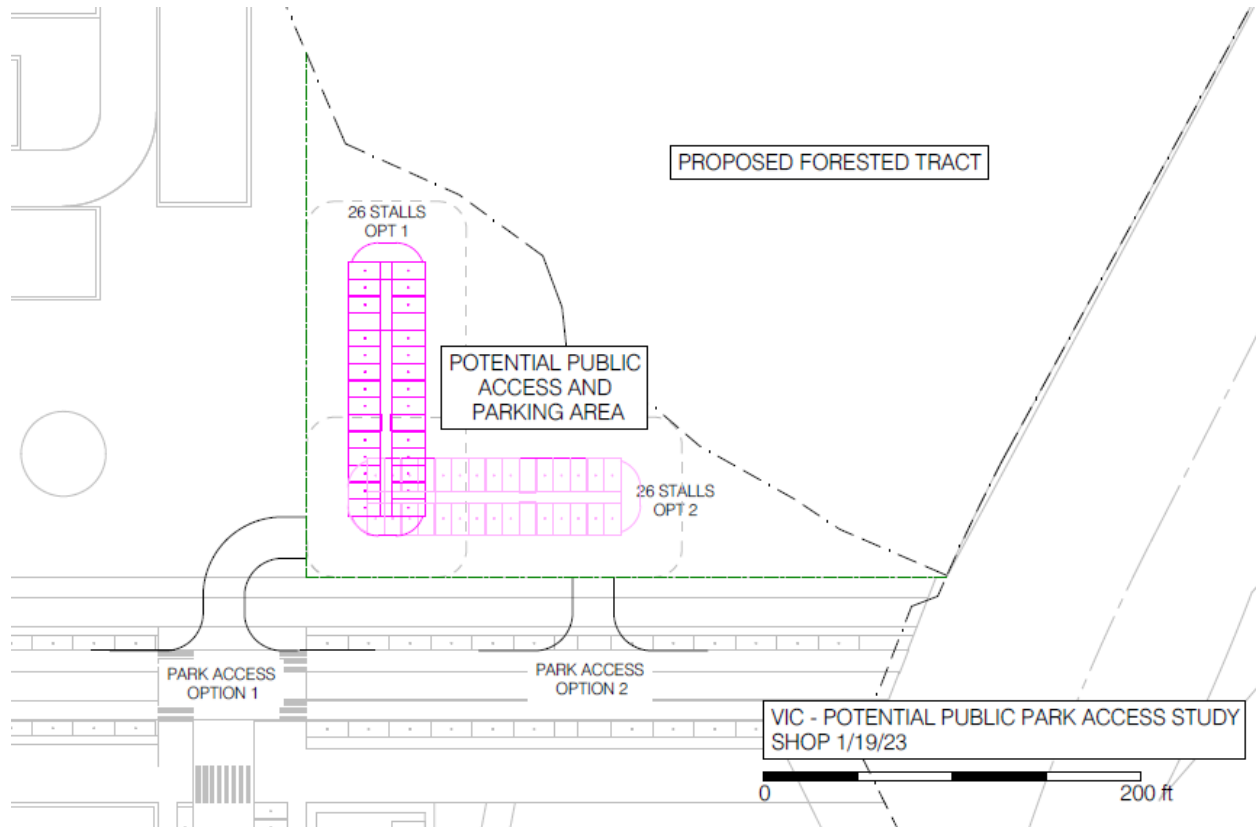


EXHIBIT A-3 – School LUA Property Legal Description (Parcel 986060362)



17356LD1
10/29/2020
GAH

VANCOUVER OFFICE

1325 SE Tech Center Drive, Suite 140 • Vancouver, WA 98683
360.695.3411 • info@mackaysposito.com

EXHIBIT A
VANCOUVER INNOVATION CENTER
PROPOSED EVERGREEN PARCEL DESCRIPTION

REAL PROPERTY SITUATED WITHIN THAT TRACT OF LAND CONVEYED TO S-E INC., UNDER AUDITOR'S FILE NO. 4577169, CLARK COUNTY DEED RECORDS, LOCATED IN SECTION 6, TOWNSHIP 1 NORTH, RANGE 3 EAST OF THE WILLAMETTE MERIDIAN, IN THE CITY OF VANCOUVER, CLARK COUNTY, WASHINGTON, BEING DESCRIBED AS FOLLOWS:

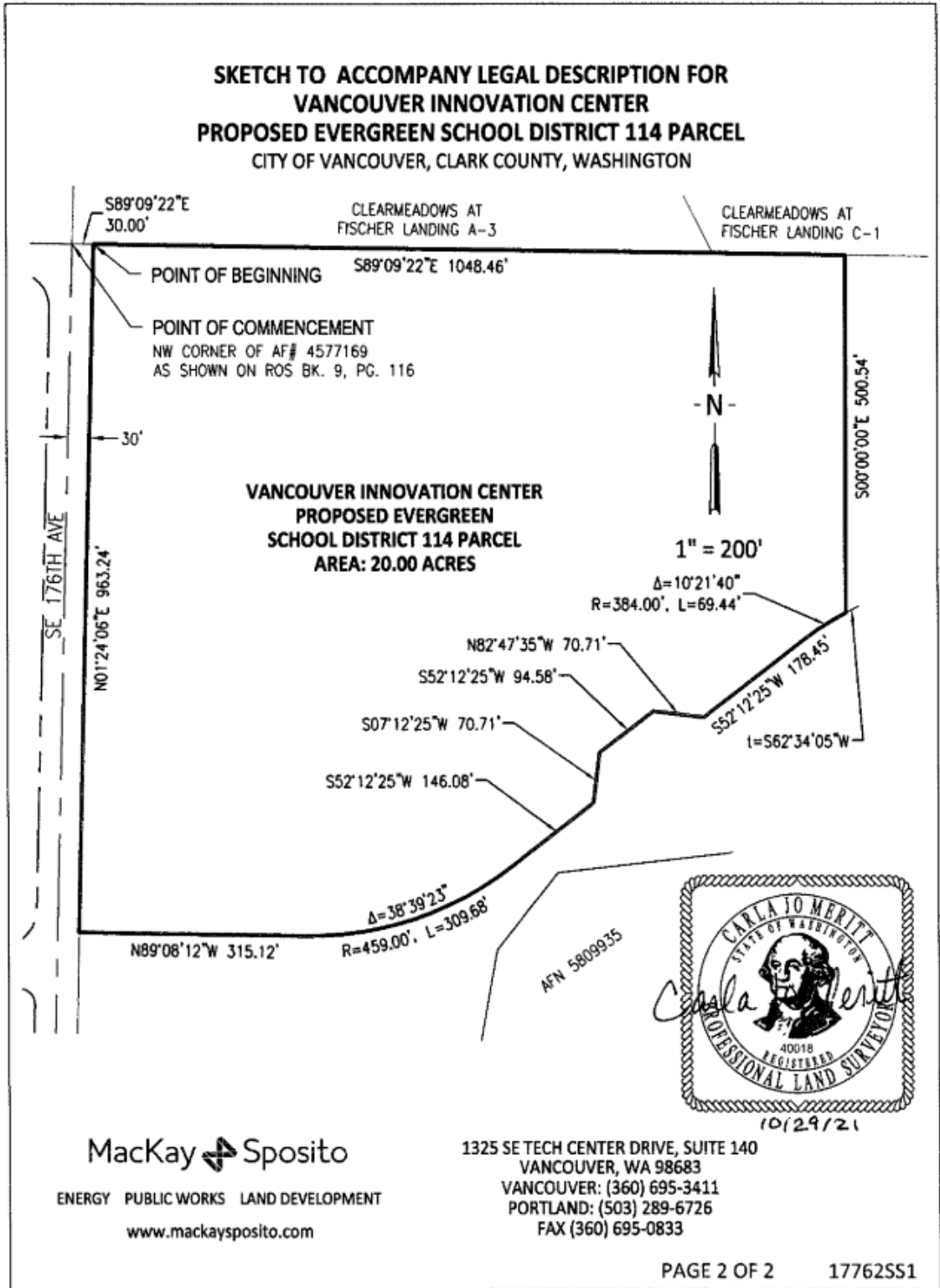
COMMENCING AT THE NORTHWEST CORNER OF SAID S-E INC. PARCEL AS SHOWN ON A MACKAY AND SPOSITO RECORD-OF-SURVEY, DATED JANUARY 9, 1979 AND RECORDED IN BOOK 9 OF SURVEYS, PAGE 116 OF CLARK COUNTY RECORDS; THENCE SOUTH 89°09'22" EAST ALONG THE NORTH LINE OF SAID S-E INC. PARCEL 30.00 FEET TO THE EAST RIGHT-OF-WAY LINE OF SE 176TH AVENUE AND THE **POINT OF BEGINNING**; THENCE CONTINUING ALONG SAID NORTH LINE, SOUTH 89°09'22" EAST 1048.46 FEET; THENCE LEAVING SAID NORTH LINE SOUTH 00°00'00" EAST 500.54 FEET TO A POINT ON A NON-TANGENT CURVE WITH A 384.00 FOOT RADIUS AND A TANGENT BEARING OF SOUTH 62°34'05" WEST INTO SAID CURVE; THENCE ALONG SAID CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 10°21'40" AN ARC DISTANCE OF 69.44 FEET TO A POINT OF TANGENCY; THENCE SOUTH 52°12'25" WEST 178.45 FEET; THENCE NORTH 82°47'35" WEST 70.71 FEET; THENCE SOUTH 52°12'25" WEST 94.58 FEET; THENCE SOUTH 07°12'25" WEST 70.71 FEET; THENCE SOUTH 52°12'25" WEST 146.08 FEET TO A POINT ON A 459.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 38°39'23" AN ARC DISTANCE OF 309.68 FEET TO A POINT OF TANGENCY; THENCE NORTH 89°08'12" WEST 315.12 FEET TO SAID EAST RIGHT-OF-WAY LINE; THENCE NORTH 01°24'06" EAST ALONG SAID EAST LINE 963.24 FEET TO THE **POINT OF BEGINNING**.

EXCEPTING THEREFROM ANY PORTION LYING WITHIN SE 176TH AVENUE.

CONTAINING 20.00 ACRES



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EXHIBIT B – VIC Master Plan 2.0

EXHIBIT B-1 –MASTER PLAN LAND USE



DRAFT IN REVIEW AS OF 12/08/2023

EXHIBIT B-2 – SITE PLAN OPEN SPACE

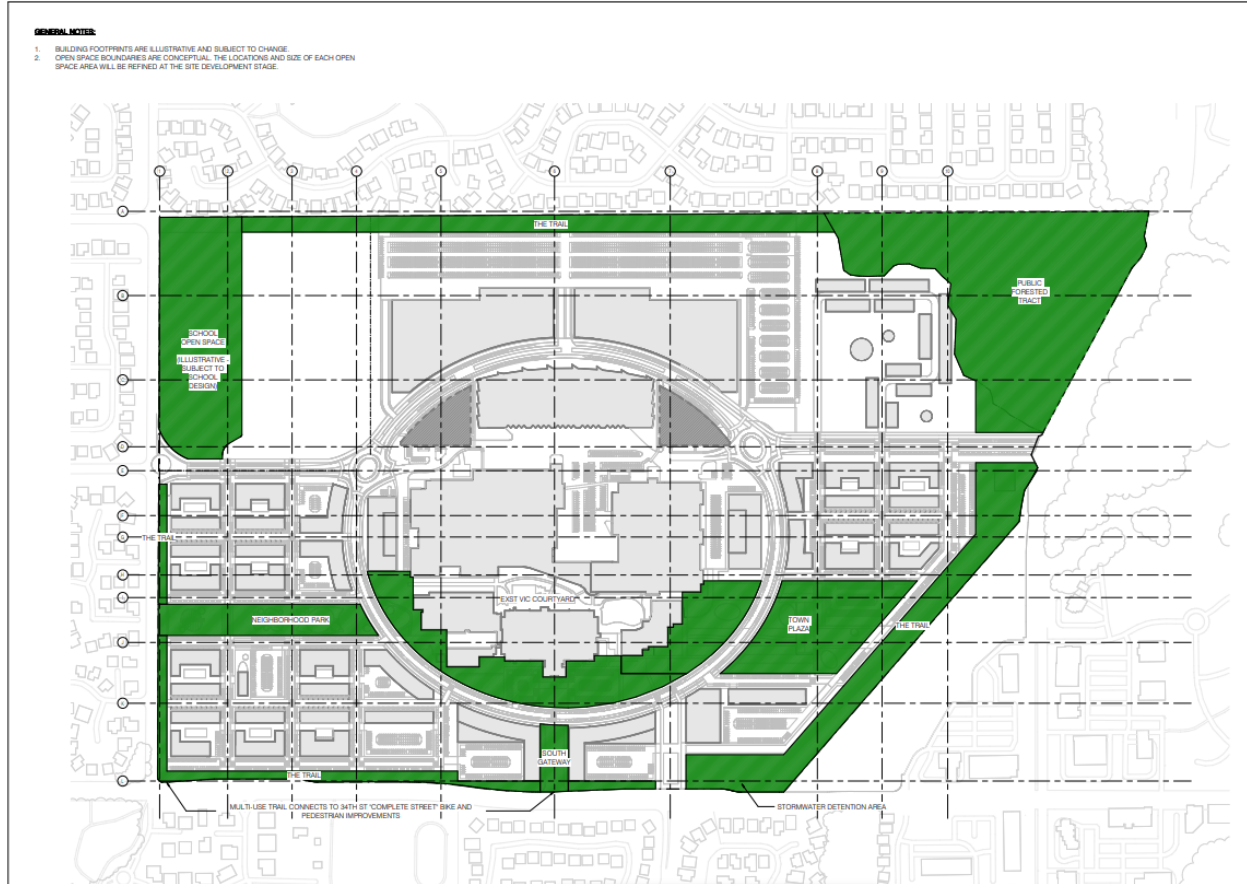
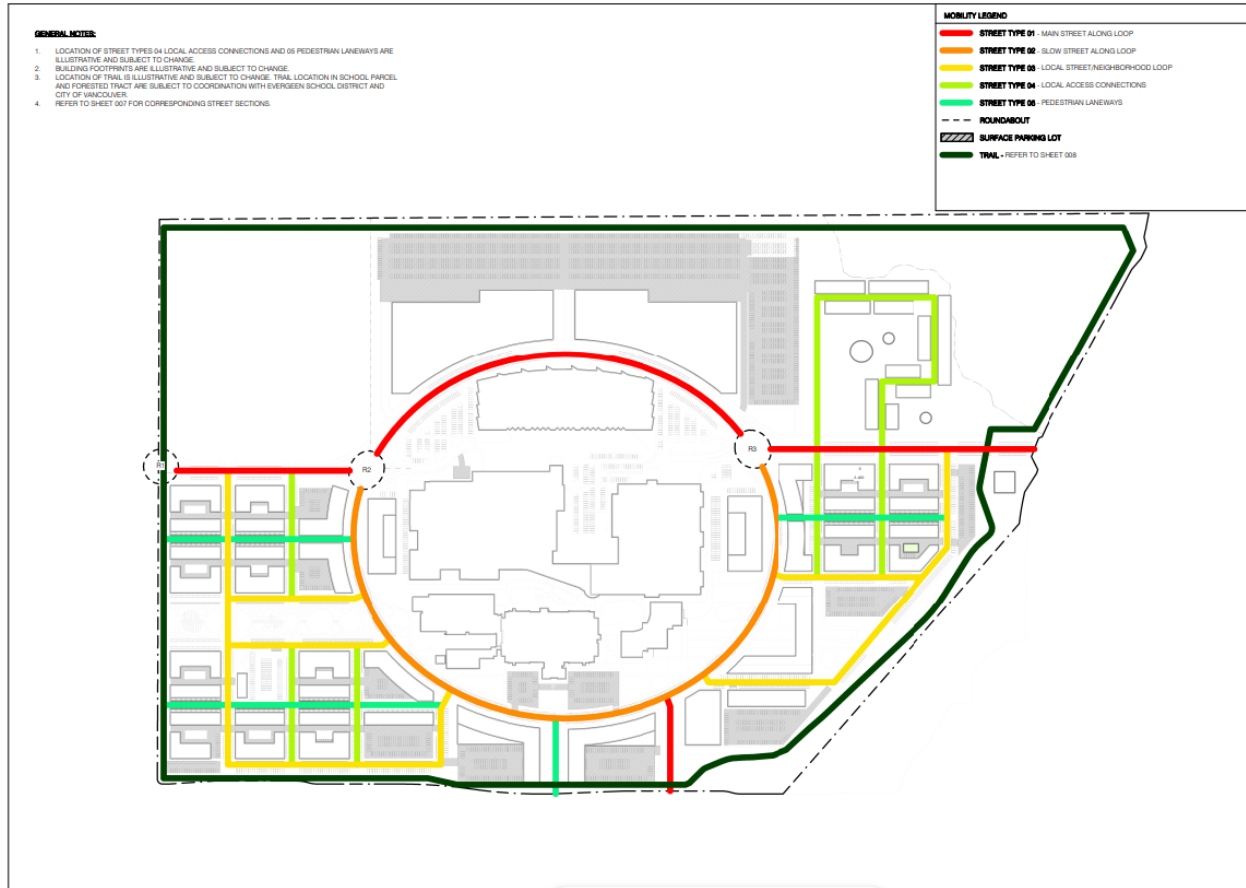


EXHIBIT B-3 – SITE PLAN MOBILITY



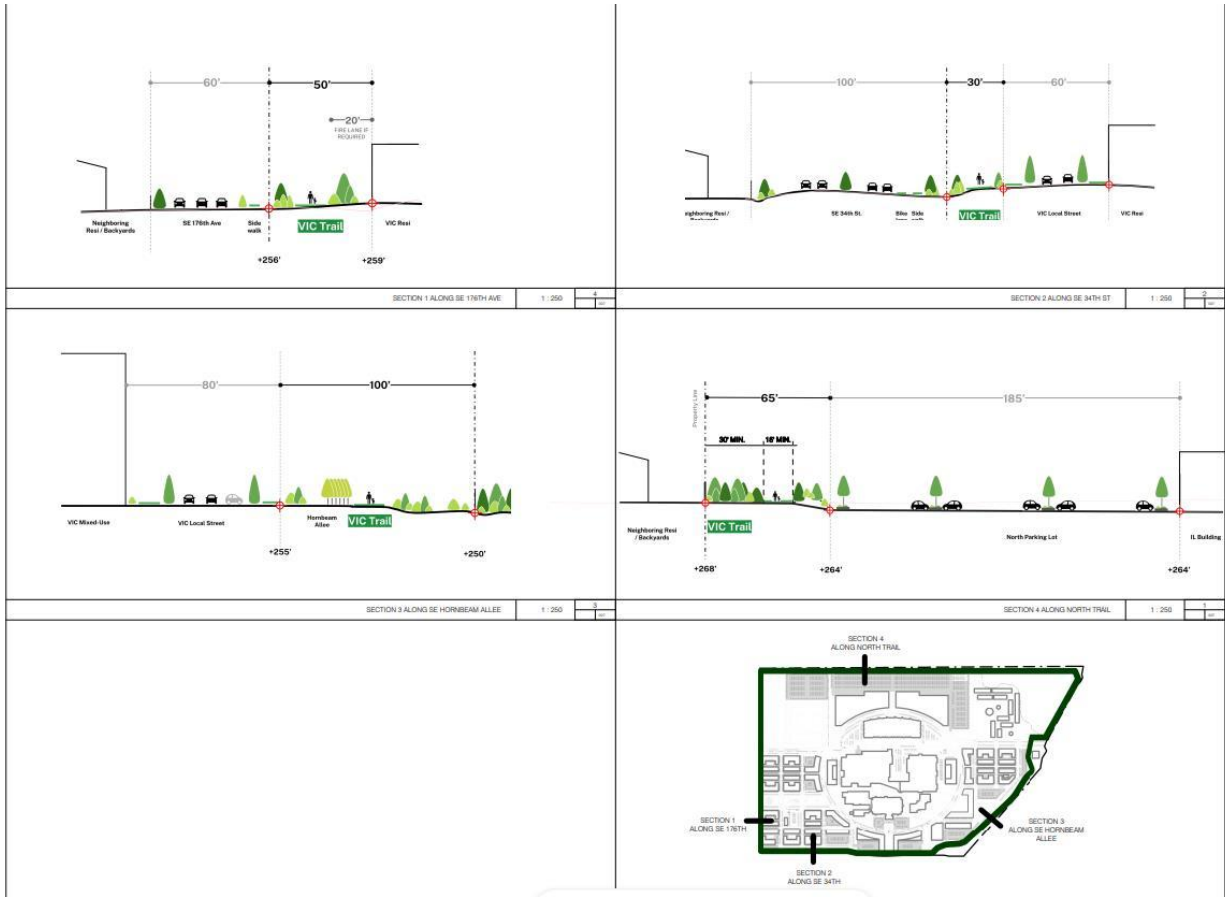
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EXHIBIT B-4 – STREETSCAPE



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EXHIBIT B-5 – TRAIL SECTIONS



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EXHIBIT C - Allowed Uses

R LUA – Uses are those identified in VMC Table 20.420.030-1 for R-30 zoned properties, as of the VIC 2.0 Application Date. Family Child Day Care Homes and Child Care Centers are permitted uses, subject to the provisions of VMC chapter 20.840.

MX LUA – Uses are those identified in VMC Table 20.430.030-1, as of the VIC 2.0 Application Date, as modified here. Family Child Day Care Homes and Child Care Centers are permitted uses, subject to the provisions of VMC chapter 20.840. In addition to those uses allowed by VMC Table 20.430.030-1, the following uses are also allowed:

Use	MX LUA
Commercial	
Artisan and Specialty Goods Production	P
Office	
• Extended	P
-Community Center	P
-Hotel	P
Industrial	
Industrial Services	P
Manufacturing and Production	P
Research and Development	P
Warehouse/Freight Movement (as ancillary use)	P
Other	
Wireless Communication Facilities	
• Subject to the limitations on this use provided in VMC Table 20.430.030-1;	P

School LUA – Uses shall be consistent with VMC 20.160.020(B)(12).

[see next page for IL LUA]

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IL LUA – Uses are those identified in VMC Table 20.440.030-1 as of the VIC 2.0 Application Date, as modified here. Family Child Day Care Homes and Child Care Centers are permitted uses, subject to the provisions of VMC chapter 20.840. In addition to the uses allowed by VMC Table 20.440.030-1, the following uses are also allowed, as a permitted or limited use, as indicated below:

Use	IL LUA
Residential	
Multi-Dwelling Units <ul style="list-style-type: none"> - Allowed above ground floor only as specified by VMC 20.430.060(B)(2). - One caretaker residence permitted per use. - May be permitted only after 125,000 square feet of new construction in the LI LUA has been built and if Developer demonstrates residential units will not limit or interfere with Developer’s ability to construct the light industrial square footage identified in the VIC Master Plan 2.0 	L
Civic	
Colleges <ul style="list-style-type: none"> - Provided they have a functional relationship with existing industrial uses, and do not exceed 25,000 square feet in aggregate 	L
Child Care Center <ul style="list-style-type: none"> - Child care centers allowed, subject to a Type II procedure. - Child care centers are permitted in order to provide service for those employees working or residents living anywhere on the Property, subject to provisions in Chapter 20.840 VMC, Child Care Centers. 	L
Commercial	
Eating/Drinking Establishments <ul style="list-style-type: none"> - Provided they are located within an industrial building and consume no more than [15] percent of the building’s total gross square footage. 	L
Artisan Small Scale Manufacturing	P
Industrial	
Warehouse/Freight Movement (as ancillary use) <ul style="list-style-type: none"> - Permitted as limited use provided all activities, except outdoor storage of materials, are wholly contained within building(s). 	L
Warehouse/Freight Movement (as primary use): <ul style="list-style-type: none"> • Permitted as limited use provided all activities, except outdoor storage of materials, are wholly contained within building(s). • Limited to 50,000 sf aggregate cap for any new construction after January 1, 2021. • Building 4 in the northeast portion of the Existing Building, has 24 to 35 foot ceilings and is designed as a large bay warehouse. This 130,000 sf area shall be allowed to continue as a preexisting nonconforming use for warehouse/freight movement. 	L
Wireless Communication Facilities <ul style="list-style-type: none"> - Subject to requirements in Chapter 20.890 VMC, Wireless Telecommunications Facilities. 	L

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Conditional Use	
Warehouse/Freight Movement (as ancillary use) - Permitted as limited use provided all activities, except outdoor storage of materials, are wholly contained within building(s).	L

EXHIBIT D – Approved Development Standards

The following standards supplement the requirements of the City of Vancouver, Title 20, Land Use and Development Code. To the extent there is a conflict between the Development Standards outlined in the VIC DA and this Exhibit D, and VMC Title 20, the provisions of this VIC DA and Exhibit D control.

1. Residential (R) LUA - Development standards of the R LUA are those of the R-30 zoning district pursuant to VMC chapter 20.420 unless stated otherwise herein.
 - a. Building Design
 - i. 30-foot setback for the primary structure from the western Park Parcel boundary for the adjacent building perimeter to create a residential unit buffer
 - ii. 50% of street frontage occupied space
 - b. Residential Unit Density
 - i. Minimum residential unit density shall be R-30 (22.1 units per net acre as measured by the total number of residential units divided by the portion of the site devoted to residential use, not including public or private streets, or critical areas and associated buffers on that portion) and maximum residential unit density is R-35 (35 units per net acre as measured by the total number of residential units divided by the portion of the site devoted to residential use, not including public or private streets, or critical areas and associated buffers on that portion).
 - ii. Density calculations are based the overall R-LUA acreage
 - c. c. Bicycle Parking
 - i. One covered, long term bicycle parking space is required per two dwelling units.
 - ii. Balcony or patio bicycle storage is discouraged and if proposed must be screened from street review.
 - d. Building Height – per VIC DA Section 6.3(c)
 - e. Frontage Standards - The R LUA shall not be required to comply with frontage standards requirements in VMC 20.430.060(C)(2)(f)(1).
2. Light Industrial (IL) LUA - Development standards of the IL LUA are those of the IL zoning district pursuant to VMC Chapter 20.440 unless stated otherwise herein. The following supplemental development standards apply to buildings and sites developed in the IL LUA after 2020:
 - a. Exterior building design.
 - i. Publicly identifiable entry/office on street wall required on ground floor on streets and Outdoor Public Spaces.
 - ii. Exteriors should be no more than 4 stories in height to be on scale with adjacent uses.
 - b. Fences - Maximum 10% of property may be fenced or walled for concealment of trash/recycling and storage.
 - c. Building Height – per VIC DA Section 6.3(c)
3. Mixed Use (MX) LUA - Development standards are those of the MX zoning district pursuant to VMC Chapter 20.430 unless stated otherwise herein. The standards outlined in VMC 20.430.060(C)(2) apply to the MX LUA, except as outlined below:
 - a. VMC 20.430.060(C)(2)(a) does not apply;

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- b. The last sentence of VMC 20.430.060(C)(2)(d)(1) (“Complete segregation of use types, such as placement of multiple commercial structures all on one side of a mixed use site and multiple residential structures all on the other shall be prohibited”) does not apply;
 - c. VMC 20.430.060(C)(2)(e)(1) does not apply; required minimum residential density is 22.1 units per net acre, as measured by the total number of residential units divided by the portion of the site devoted to residential use, not including public or private streets, or critical areas and associated buffers on that portion.
4. School LUA - If the School LUA is developed as a school, it should comply with VMC 20.430.060(C)(2)(e)(4). The School LUA shall not be required to comply with frontage standards requirements in VMC 20.430.060(C)(2)(f)(1).

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EXHIBIT E-1 – DESIGN Guidelines



EXHIBIT E DESIGN GUIDELINES

Vancouver Innovation Center Master Plan

Updated April 2023

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PURPOSE

These design guidelines are intended to ensure that development within the Vancouver Innovation Center is cohesive in both form and function and is consistent with the brand pillars of the VIC. These brand pillars form the foundation of the design principles that will guide project implementation. These brand pillars and the associated VIC design principles are described further below:



Natural

Connected to nature in all that we do

Design Principle

Provide a network of both passive and active open space areas that utilize existing trees and natural resources for recreation and relaxation.



Balanced

physical, mental, and spiritual

Design Principle

Provide a balance of community gathering spaces and areas for personal escape.



Authentic

Urban style and refinement, built with taste, personalization and ease in mind

Design Principle

Create a compact urban form composed of well-articulated buildings and ample pedestrian areas to encourage multi-modal travel throughout the site between the various on-site uses and open space areas.



Blended

Contemporary convenience, modern collaboration

Design Principle

Design buildings to encourage pedestrian access, ground floor visibility and community spaces for socialization and collaboration.



Community

Inclusivity and shared knowledge, energy and passion

Design Principle

Design with an eye towards the future. Incorporate sustainability and energy efficiency measures including things such as vehicle charging stations, solar panels, and low impact development (LID) stormwater management approaches. Continuously evaluate project performance related to parking and space efficiency, vehicular trips and sustainability with the goal of design refinements and improvements throughout project buildout, with the goal of the project becoming a "living laboratory." Provide a network of well defined and accessible pedestrian corridors to encourage access through the site for all individuals.

APPLICABILITY

These guidelines will apply to new development and remodels of existing development within the Residential, Light Industrial, Mixed-Use, and Open Space LUAs within the VIC masterplan. Demonstration of project adherence to these guidelines will be required with land use permit submittals for new development on the site.



DESIGN GUIDELINES



Mobility

All new developments will demonstrate:

- a. Support for a 20-Minute Neighborhood by providing means to reduce need for vehicle trips;
- b. Functional connections to the site-wide bicycle and walking path network outlined in the Masterplan;
- c. Compliance with Washington State electric vehicle charging standards in effect at the time of land use application;
- d. Curbside ride share drop off or pull-out areas shall be incorporated at major entry points to all new buildings in the IL LUA; and
- e. Shared parking strategies.
- f. Compliance with the City of Vancouver Complete Street Policy, including infrastructure designed to be safe for all users, ages and abilities regardless of their mode of travel.



Energy

Developer is installing HVAC and lighting upgrades for the Existing Building. All new developments will demonstrate:

- a. Compliance with the 2018 Washington State Energy Code, at a minimum;
- b. Compliance with environmental standards in effect at the time of building permit application (i.e. environmental development standards do not vest on the Restated DA Effective Date;
- c. That every new building is designed to accommodate ready access for installation of solar panels that would occupy at least 10% of the building footprint. This includes the necessary structural and electrical infrastructure to accommodate the solar panels; and
- d. Infrastructure for electric vehicle charging stations.
- e. Advancement of "District Energy Conditions" as identified in Appendix A – Vancouver Innovation Center Master Plan Sustainability Framework.

Water

The VIC will prioritize use reductions, efficiency strategies, and surface water quality in its design. All new development applications will include:

- a. Water-saving plumbing fixtures in all new buildings;
- b. Native and adaptive plant selections that do not require excessive irrigation; and
- c. A surface stormwater strategy synopsis describing anticipated collection, treatment, and discharge strategies including any Low Impact Development (LID) BMPs planned for the project.
- d. An evaluation of means to reduce potable water use consistent with Appendix A – Vancouver Innovation Center Master Plan Sustainability Framework.





Building Design

a. Blank Walls

- i. At least 75% of the width of any new first-story building wall facing a street shall be devoted to interest-creating features, pedestrian entrances, transparent show or display windows, or windows affording views into retail, office or lobby space.
- ii. In all areas other than the IL LUA, building surfaces over 2,000 sf shall be broken up with window openings and/or changes in material.
- iii. Blank walls longer than 20 feet without windows or an unbroken series of garage doors are not permitted on any street frontage.
- iv. Any face of a building that is over 50' wide shall have varied horizontal plane and/or vertical façade shifts to break up the building's mass.

b. Corner Buildings

- i. New IL LUA buildings on a corner will have an entrance within 75 feet of the corner.

c. Ground Floor

- i. Buildings should engage with the "sidewalk zone" to bring visual interest, variation, and intimacy to the streetscape, while maintaining the pedestrian through-routes that link the land use areas on the site.
- ii. Pedestrian access to primary building entrances should be close to and visible from circulation facilities that include a pedestrian component such as a sidewalk, trail, or pedestrian plaza. Primary building entrances may not be from non-pedestrian oriented areas. Each primary building entrance should be attractive and have weather protection and highlight the presence of the entrance to pedestrians through the use of architectural treatments such as changes in the street-facing wall and lighting. Entrances from primary pedestrian corridors should be visually more prominent than
- iii. The design of buildings, above and below should be pedestrian scaled, intimate, and inviting.

d. Roofs

- i. Roof materials shall screen roof top mechanical equipment from ground-level views
- ii. Buildings shall have primarily flat roofs - architectural detailing and rooftop decks shall be allowed.



Exterior Building Finishes

To create a unique identity for the VIC, material selection and application is required to adhere to exterior finish standards.

- a. Major color themes are to predominantly be earth tones of grey, brown, and tan.
- b. Materials exhibiting patina are encouraged – including weathered wood, rusted steel, singed wood.
- c. Material changes shall be offset by a minimum 3 1/2" horizontal or vertical relief.
- d. Materials that expose their natural state are encouraged such as exposed wood and concrete.
- e. First floor window framing shall be either wood or aluminum (does not apply to Residential LUAs)
- f. Opportunity for more industrial and technological materials, such as steel, aluminum, and heavy timber.



Maximum Building Heights

See Development Standards applicable to each LUA under Exhibit D of the Restated DA.



Single Family Residential

Single family residential attached designs should incorporate the material and pedestrian orientation provisions of these guidelines. See Appendix B – Single Family Residential Design Reference Guide.

Signage

- a. Monument signs will have a uniform color and typeface throughout the property.





Tree canopy

Every development application must demonstrate how it complies with the Tree Canopy Plan (Section 6.10 of the Restated DA) and provide an tree canopy assessment for its site and a 5-, 10-, 15-, and 20-year forecast for the tree canopy on the entire Property.

Open Space

All site plans will demonstrate adherence to the Masterplan and Appendix C - Placemaking Goals.

- a. Open spaces shall be directly accessible from all buildings in the development (building occupants should not have to walk around the building to get outside)
- b. Avoid inconvenient or circuitous ped access to amenities.
- c. Both greenscaping and useable accessible hardscaping elements shall count as open space
- d. Hardscape open spaces shall be designed for four season use and durable for urban intensity.
- e. Neighborhood open spaces
 - i. Refer to Circulation and Open Public Space Plan for targeted locations.
 - ii. Neighborhood open spaces shall be a minimum of 2,000 sf.
 - iii. Neighborhood open spaces shall incorporate interactive amenities such as pavilions, picnic facilities, and play structures.



Street Cross Sections

See DA for street section implementation options for the Vancouver Innovation Center.

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APPENDIX A

Single Family Residential Design Reference Guide

Vancouver Innovation Center Master Plan

Updated April 2023

SINGLE FAMILY ATTACHED



- a. Find opportunities to alley-load attached single family residential units to minimize driveway and garage exposure.
- b. Orient residential buildings to the "sidewalk zone" through the use of front porch features.
- c. Incorporate a range of natural color tones, architectural styles and horizontal and vertical relief.
- d. Seek opportunities to orient units to courtyards and open spaces.
- e. Create visual interest through horizontal and vertical relief and variation of architectural styles of adjoining attached units.
- f. Encourage reduced setbacks for residential units to engage entrances with the sidewalk.



SINGLE FAMILY ATTACHED – CONTINUED

- g.** Allow front-loaded attached units when accessed from a local street and when the garage exposure is minimized by site and building design features.
- h.** Allow for a mix of scale and size of attached product including larger duplexes.
- i.** Natural material elements including wood and stone should be prioritized for use.
- j.** Provide substantial window and trim relief on units to break up the potential for monolithic appearances on taller units.
- k.** For continuous banks of attached units, provide vertical, horizontal and roof relief variation to minimize the scale of the structures.





APPENDIX B

Placemaking Goals

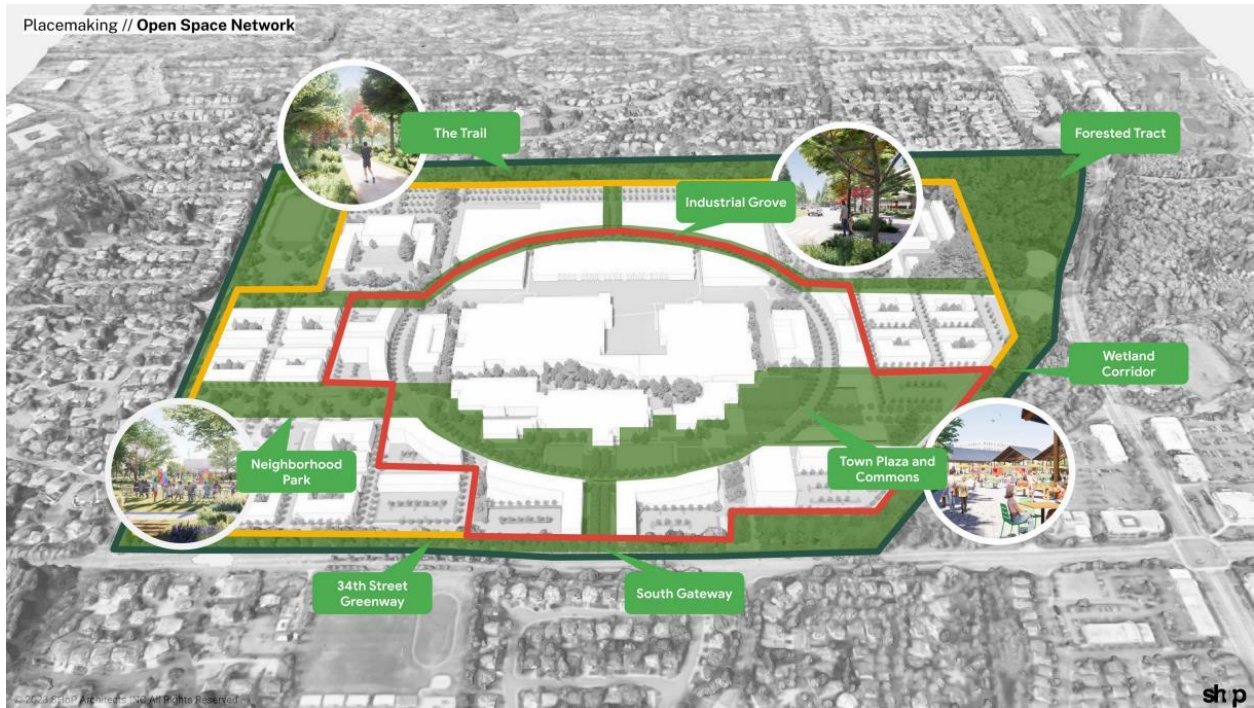
Vancouver Innovation Center Master Plan

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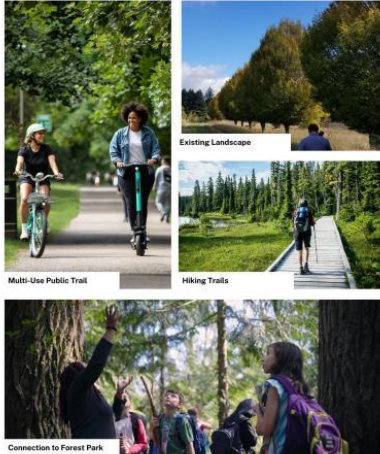


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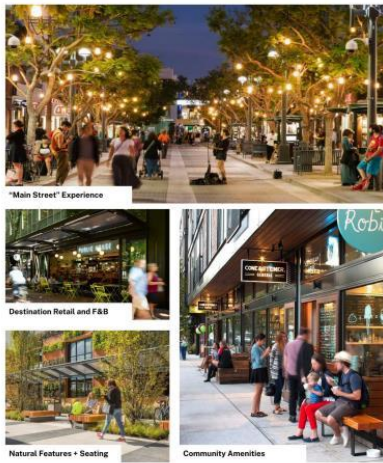
Placemaking // **The Trail**



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Placemaking // **The Loop**



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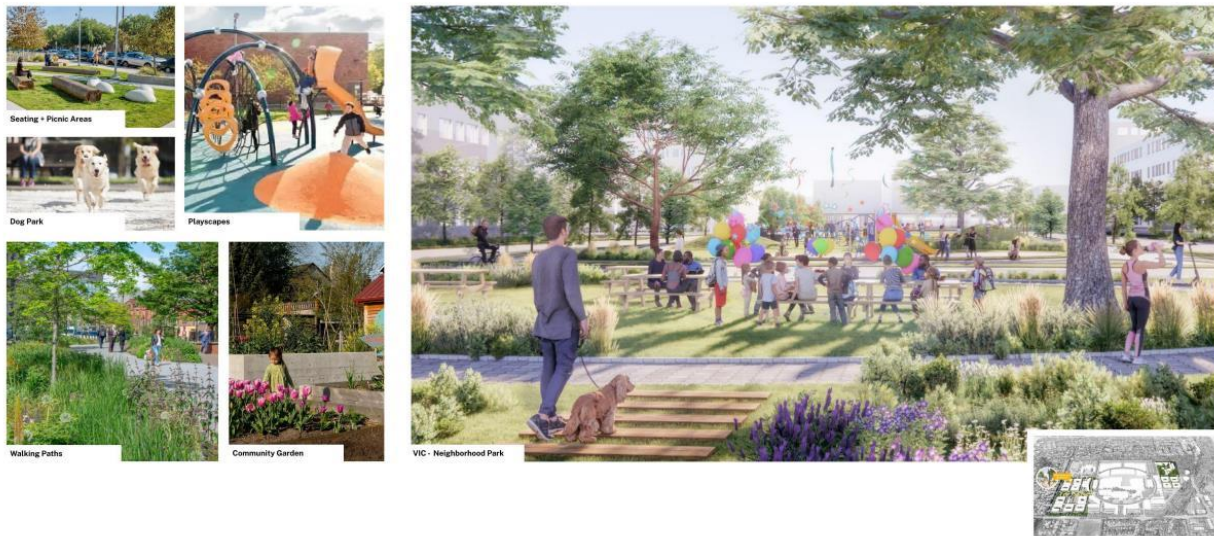
Placemaking // Town Plaza and VIC Commons



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Placemaking // Multi-family and Townhomes - Neighborhood Park



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Placemaking // Multi-family and Townhomes - Pedestrian Laneways



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Placemaking // Industrial Grove



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EXHIBIT E-2 – November 2023 Comprehensive Sustainability Plan

Sustainability Improvements Implemented for Existing 715,000 SF Industrial Buildings:

- **Energy Efficiency Improvements:** Developer has worked with Clark PUD and Energy Trust of Oregon to improve energy efficiency at the existing industrial buildings as follows:
 - Installed new, more efficient chillers.
 - Replaced pumps and installed new VFDs in central plant.
 - Installed new building HVAC control systems.
 - Converting point controls from pneumatic to digital.
 - Installed exterior LED lighting.
 - Replacing all common area and house lighting with state-of-the-art LED and lighting control system.

The total estimated annual savings from the above installed improvements is estimated to be 6,300,000 KWh and 345,000 Therms.

- Additional energy efficiency upgrades and sustainability initiatives to date include:
 - Upgraded bathrooms with waterless and reduced flow systems to achieve **indoor water use reduction**.
 - Replaced water fountains with bottle filling stations.
 - Installed new electrical sub-metering system for better monitoring of electrical and water usage.
 - Participant in Clark PUD’s Community Solar Program.
- All new tenants are required to install LED lighting and controls within their space.
- Installed showers and bicycle storage space to promote biking to work.
 - Creating long term program to replace a portion of current landscaping with native plants species.
- **Adaptive Reuse, Access to Recreation Facilities:**
 - The existing 715,000 SF of buildings is at the heart of this campus and substantial sustainability investments have been made as noted above. The Developer also renovated underutilized former corporate cafeteria into an activated community space with an upscale café and coffee bar, living room/lounge space, conference rooms, expanded fitness center with fully renovated locker rooms, a yoga and meditation studio, etc.

Sustainability Plan for New Development (VIC Masterplan 2.0)

Overall Campus & Vision:

- **Walkable Streets, Compact Development, Mixed-Use Neighborhoods, Smart Location, Access to Recreation Facilities:** The campus is designed as a 20-minute, walkable, mixed-use neighborhood providing convenient, safe pedestrian-oriented access to places and services that residents, employees, and neighbors need every day – including work, transit, shopping, quality food, school, parks, open space, and social activities.

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- **Neighborhood Schools:** The campus includes a 20-acre parcel that is owned by the Evergreen School District and will be home to a future middle school.
- **Site Design for Habitat Conservation:** A 13.7-acre Forested Tract that has a restrictive covenant to remain as open space. The Developer intends to sell this Forested Tract to the City of Vancouver.
- **Housing Types and Affordability, Housing and Jobs Proximity:** Developer commits to participating in the MFTE program whereby 20% of the 1,800 units (i.e., 360 units) will be available at 80% AMI. All residential units are within walking distance of all employment opportunities on campus.
- **Connected and Open Community, Access to Civic and Public Space, Access to Recreation Facilities, Local Food Production:** Developer will provide a perimeter trail and neighborhood park open to the general public. The trail will be connected to the Forested Tract. The trail will also link together all of the developments within the campus. Community gardens will be available to residents and tenants. The Town Plaza is an optimal location for a local farmers market to operate on the campus.
- **Community Outreach and Involvement:** Masterplan 2.0 was developed in concert with community and municipal input through feedback from the Masterplan 1.0 approval process, community engagement sessions on the proposed Masterplan 2.0, and ongoing conversations with City staff.

Building Design:

- **Optimize Building Energy Performance:** Developer will achieve GHG emissions reduction targets stated in the City's Climate Action Framework as outlined in Appendix I of the application (Appendix I is part of Developer's Sustainability Plan).
- **Optimize Building Energy Performance:** All new buildings will include the following:
 - All electric heating, cooling and domestic hot water.
 - Efficient heat pump selections for space heating and domestic hot water
 - For all new residential buildings, all electric appliances
- **Solar Orientation:** All new buildings will be solar ready per code.
- **Rainwater Management:** For new buildings, Developer will be infiltrating all runoff on site.
- **Electric Vehicles:** Developer will comply with City code for EV infrastructure requirements with each project's site plan approval.

Transportation and Mobility:

- **Compact Development, Walkable Streets, Mixed-Use Neighborhoods, Connected and Open Community, Transportation Demand Management, Housing and Jobs Proximity, Smart Location:** Masterplan 2.0 allows for greater integration of uses than Masterplan 1.0. The entire campus will be walkable/bikeable with ample opportunities to live and work on campus. Small retail and commercial services will be within a 5-minute walk of any residential neighborhood or commercial/industrial tenant. The reconfiguration of Masterplan 2.0 also achieves added density with the same number of vested trips in Masterplan 1.0. Masterplan 2.0 also creates a

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more efficient street network that allows for separation of industrial related truck traffic from residential and mixed-use traffic.

- **Walkable Streets, Transit Facilities, Bike Facilities, Smart Location:** Road networks will be designed and coordinated with City transportation staff to ensure safe, comfortable and complete connections for various modes of transportation (vehicular, pedestrian, bicycles, etc.) o Once ESD develops the school, Developer will have bikeable/walkable laneways for students to be able to walk or bike to school safely.
- **Bicycle Facilities, Smart Location:** Developer will include infrastructure to support bike parking and will have bike sharing programs. Developer renovated locker rooms, showers and changing facilities at the existing buildings to help encourage habitual biking for its tenants. The perimeter trail and bike paths throughout the campus will encourage recreational physical activity.
- **Transportation Demand Management, Smart Location:** Developer will deploy shared parking strategies where applicable. The campus design encourages multimodal travel. Developer is eliminating an entrance on 34th Street to reduce traffic congestion at 176th Avenue and 34th Street. Campus entrances/exits at 34th Street are being coordinated with the City's efforts along that corridor to ensure offsite improvements result in a smooth and safe pedestrian experience.
- **Access to Quality Transit and Transit Facilities, Smart Location:** Developer will work with CTran, ESD and City staff to coordinate safe and efficient placement of bus stops within the campus. The VIC campus already has a bus stop along 34th Street and the campus will have pedestrian laneways to provide safe access to the existing bus stop.

Open Space, Natural Systems, and Water Resources:

- **Site Design for Habitat Conservation and Long-Term Conservation Management of Habitat, Connected and Open Community, Access to Recreation Facilities:** Preservation of 13.7 acre Forested Tract
 - Developer worked with a local arborist to adjust the boundary line of the Forested Tract to create a better edge condition for the trees allowing for a more resilient tree canopy and preservation of native and climate resilient species.
- **Connected and Open Community, Access to Civic and Public Space, Access to Recreation Facilities, Connected and Open Community, Access to Recreation Facilities:** Masterplan 2.0 increases the amount of open space/parks/trails by 26% from 19 acres of open space to 24 acres.
- **Tree Lined and Shaded Streetscapes and Heat Island Reduction:** Canopy coverage per Restated DA which is above and beyond the code minimum for all use types. Developer also commits to achieving Tree CAP certification for all projects (minimum Silver Leaf Achievement). Both canopy coverage & Tree Cap Silver will reduce the heat island effects within the campus.
- **Outdoor Water Use Reduction:** Developer will favor nature scaping in lieu of high maintenance turf for streetscapes.
- **Rainwater Management:** For new buildings, Developer will be infiltrating all runoff on site.

EXHIBIT F – Retained Traffic Capacity

Total Vested Average Daily Trips: 26,982

- Total vested trips reflect those trips expected to be utilized by and reserved for the VIC Master Plan 2.0 after reductions for internal trips within the VIC Master Plan 2.0 and pass by trips for the VIC Master Plan 2.0 retail uses.
- Total vested trips include trips utilized by existing onsite buildings.

Total Vested AM Peak Hour Trips: 2,229

Total Vested PM Peak Hour Trips: 1,991

VIC Site Trip Generation Estimate

(From Table 4 of the 2023 VIC TIA):

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Table 4: Site Trip Generation Estimate

Land Use	ITE Code	Size	Daily Trips	Weekday AM Peak Hour			Weekday PM Peak Hour		
				Total	In	Out	Total	In	Out
Existing The VIC Buildings ¹	1996 Traffic Counts	715,000 Square Feet	10,200 ²	382	262	120	444	76	368
<i>Less Trips Internal to the Campus Area</i>			(236)	(24)	(12)	(12)	(26)	(8)	(18)
Net New			9,964	358	250	108	418	68	350
General Light Industrial	110	600,565 Square Feet	2,925	444	391	53	390	55	335
<i>Less Trips Internal to the Campus Area</i>			(198)	(20)	(10)	(10)	(22)	(7)	(15)
Net New			2,727	424	381	43	368	48	320
General Office Building	710	87,500 Square Feet	949	133	117	16	126	21	105
<i>Less Trips Internal to the Campus Area</i>			(29)	(2)	(1)	(1)	(3)	(1)	(2)
Net New			920	131	116	15	123	20	103
Medical Office Building	720	10,000 square feet	360	31	24	7	39	12	27
<i>Less Trips Internal to the Campus Area</i>			(4)	(1)	(1)	(0)	(0)	(0)	(0)
Net New			356	30	23	7	39	12	27
Shopping Center	820	140,000 square feet	5,181	118	73	45	476	228	248
<i>Less Trips Internal to the Campus Area</i>			(1,607)	(45)	(29)	(16)	(110)	(41)	(69)
<i>Less Pass-by Reduction</i>			(1,036)	(21)	(13)	(8)	(106)	(54)	(52)
Net New			2,538	52	31	21	260	133	127
Multifamily Housing (Mid-Rise)	221	1,248 Units	5,666	538	124	414	487	297	190
<i>Less Trips Internal to the Campus Area</i>			(790)	(14)	(2)	(12)	(80)	(56)	(24)
Net New			4,876	524	122	402	407	241	166
Multifamily Housing (Low-Rise)	220	552 Units	3,720	194	47	147	258	163	98
<i>Less Trips Internal to the Campus Area</i>			(350)	(6)	(1)	(5)	(35)	(25)	(10)
Net New			3,370	188	46	142	223	138	85
Middle School ²	522	900 Students	1,917	522	282	240	153	75	78
Total Trips			30,918	2,362	1,320	1,042	2,373	927	1,446
<i>Less Total Trips Internal to the Campus Area</i>			(3,214)	(112)	(56)	(56)	(276)	(138)	(138)
<i>Less Total Pass-by Reduction</i>			(1,036)	(21)	(13)	(8)	(106)	(54)	(52)
Total Net New Trips			26,668	2,229	1,251	978	1,991	735	1,256
The VIC Development Agreement Vested Net New Trips			26,982	2,088	1,343	745	1,991	627	1,364
Proposed Total Net New – The VIC DA Vested Net New			-314	141	-92	233	0	108	-108
Total Net New Trips – Existing The VIC Building Net New Trips			16,704	1,871	1,001	870	1,573	667	906

¹ Source: Traffic Impact Analysis for The VIC Master Plan dated November 20, 2020.

² Trip estimates from approved 2020 The VIC Traffic Impact Analysis. The potential for internal trips associated with a school could be revisited in conjunction with a more specific school development proposal.

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2023 VIC TIA – Figure 5



EXHIBIT G – Surrendered Traffic Capacity

Land Use	Average Daily Trips	Weekday AM Peak Hour Trips	Weekday PM Peak Hour Trips
RETAINED RESTATED DA AND VIC MASTER PLAN TRIPS	26,982	2,229	1,991

Land Use	Average Daily Trips	Weekday AM Peak Hour Trips	Weekday PM Peak Hour Trips
Master Plan Trips from Original HP Development Agreement	30,000	4,200	3,950
Retained VIC Master Plan Trips <i>(Exhibit F net new after reducing for internal and pass-by trips)</i>	26,982	2,088	1,991
Vested Trips Surrendered to City in Restated DA <i>(Original Development Agreement-VIC Master Plan Trips)</i>	3,018	2,112	1,959
Change in Vested Trips with Retained Restated DA and VIC Master Plan 2.0	0	+141	0
Retained Restated DA and VIC Master Plan Trips	26,982	2,229	1,991

Land Use	Average Daily Trips	Weekday AM Peak Hour Trips	Weekday PM Peak Hour Trips
Master Plan Trips from Original HP Development Agreement	30,000	4,200	3,950
Vested Trips Surrendered to City in Restated DA <i>(Original Development Agreement-VIC Master Plan Trips)</i>	-3,018	-2,112	-1,959
Retained VIC Master Plan Trips <i>(Exhibit F net new after reducing for internal and pass-by trips)</i>	26,982	2,088	1,991
Change in Vested Trips with Retained Restated DA and VIC Master Plan 2.0	0	+141	0
RETAINED RESTATED DA AND VIC MASTER PLAN 2.0 TRIPS	26,982	2,229	1,991

EXHIBIT H – Transportation Improvements

Table 1. Summary of Mitigation Recommendations

Facility	Segment/ Study Intersection ID	Mitigation Recommendation	Needed Pre- VIC Master Plan?	Triggered by VIC Master Plan Trips?	VIC Master Plan Trigger Phase?
On-Site Roadways & Intersections					
SE 29 th Street	<i>Extend collector arterial roadway across the VIC Master Plan site in three segments</i>				
	West Segment	From SE 176 th Avenue to West Loop Road	N/A	Yes	2
	North Segment	From West Loop Road to East Loop Road	N/A	Yes	3
	East Segment	From East Loop Road to SE 192 nd Avenue	N/A	Yes	3
SE 184 th Avenue	N/A	Renovate collector arterial roadway within The VIC Master Plan site from SE 34 th Street to Loop Road	N/A	Yes	2
West Loop Road	N/A	From SE 184 th Avenue to SE 29 th Street	N/A	Yes	2
East Loop Road	N/A	From SE 184 th Avenue to SE 29 th Street	N/A	Yes	4
West Loop Road/ SE 29 th Street	N/A	Construct single lane roundabout	N/A	Yes	2
East Loop Road/ SE 29 th Street	N/A	Construct single lane roundabout	N/A	Yes	3
Site-Access Changes					
West Site Access/ SE 34 th Street	7	Close and vacate motor vehicle site-access (intersection north approach)	No	No	2
SE 29 th Street/ SE 176 th Avenue	9	Reconstruct as a single lane roundabout	No	Yes	2
SE 29 th Street/ SE 192 nd Avenue	4	Install traffic signal with interconnect Construct and stripe separate eastbound left and right turn lanes with 250 feet of storage each Stripe northbound left-turn lane with 200 feet of storage	No	Yes	3
Off-site Intersection Mitigations with Master Plan Development					
SE 29 th Street/ SE 164 th Avenue	11	Modify traffic signal to provide east-west protected/permissive left-turn phasing	No	Yes	2
		Extend westbound left-turn lane striping to provide 225 feet of storage (striping only)	No	Yes	2
		Extend southbound left-turn storage to provide 300 feet of storage (reconstruct center median area)	No	Yes	2
SE 192 nd Avenue/ SR-14 Westbound Ramp Terminal	N/A	Pay proportionate share contribution toward future capacity improvements with each site development application. Estimated total fee of \$430,000 based on assumed Master Plan land use plan.	Yes	No	Each phase based on trips added
SE 20 th Street/ SE 176 th Avenue	10	Pay proportionate share contribution toward future capacity improvements with each site development application. Estimated total fee of \$33,600 based on assumed Master Plan land use plan.	Yes	No	Each phase based on trips added
SE 34 th Street/ SE 192 nd Avenue	5	Pay proportional share contribution towards re-constructing streets with a more durable pavement treatment to reduce maintenance needs. Estimated total fee of \$83,400 based on assumed Master Plan land use plan.	Yes	No	Each phase based on trips added

N/A = Not applicable