

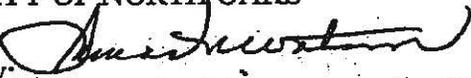
**FIRST AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

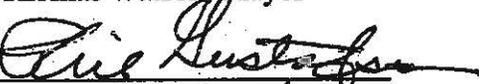
THE UNDERSIGNED parties to that certain Planned Unit Development Agreement with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Minor Amendment (as defined in Section 19.6 of the Agreement), to-wit:

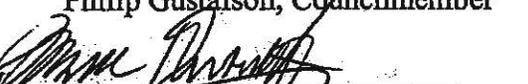
1. The time period for the Developer to deliver evidence of title in a manner reasonably satisfactory to the City Attorney pursuant to Section 18.2 of the Agreement is extended to August 1, 2002.
2. Except as amended above, the Agreement shall continue in full force and effect without further change.
3. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

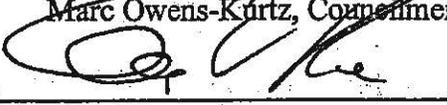
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 14<sup>th</sup> day of June, 2001.

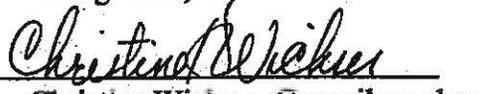
CITY OF NORTH OAKS

By:   
Thomas Watson, Mayor

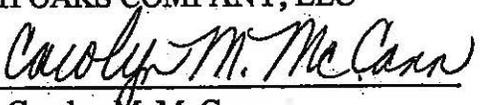
By:   
Philip Gustafson, Councilmember

By:   
Marc Owens-Kurtz, Councilmember

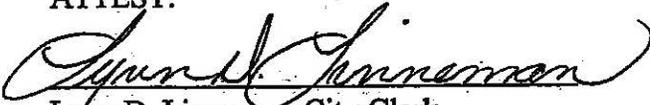
By:   
George Rux, Councilmember

By:   
Christine Wichser, Councilmember

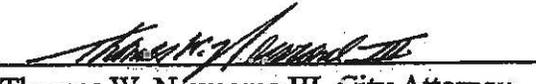
NORTH OAKS COMPANY, LLC

By:   
Carolyn M. McCann  
Its President

ATTEST:

  
Lynn D. Linneman, City Clerk

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

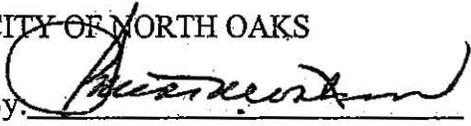
**SECOND AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

THE UNDERSIGNED parties to that certain Planned Unit Development Agreement for East Oaks Project with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Minor Amendment (as defined in Section 19.6 of the Agreement), to-wit:

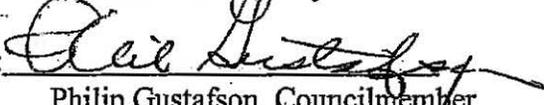
1. Table 1 of Appendix 1 of the Agreement is amended by adding a new sentence to the end of the most right hand column for Use Types, Density and Height Limits for Site L as follows: "Floor Area Ratio to be calculated in the aggregate, except, no single dwelling unit shall exceed 6,000 square feet in size."
2. Except as amended above, the Agreement shall continue in full force and effect without further change.
3. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 11<sup>th</sup> day of July, 2001.

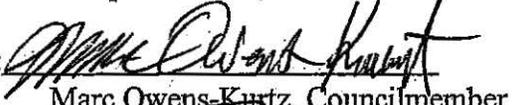
CITY OF NORTH OAKS

By: 

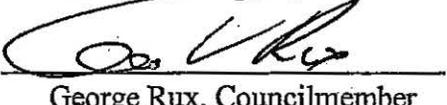
Thomas Watson, Mayor

By: 

Philip Gustafson, Councilmember

By: 

Marc Owens-Kurtz, Councilmember

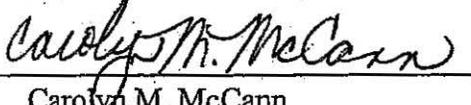
By: 

George Rux, Councilmember

By: 

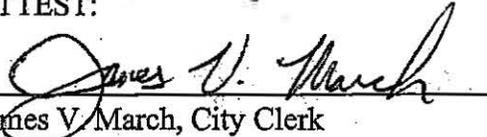
Christine Wichser, Councilmember

NORTH OAKS COMPANY, LLC

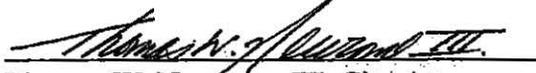
By: 

Carolyn M. McCann  
Its President

ATTEST:

  
James V. March, City Clerk

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

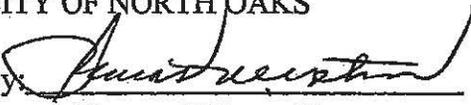
**THIRD AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

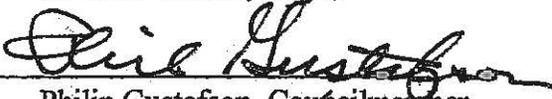
THE UNDERSIGNED parties to that certain Planned Unit Development Agreement with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Minor Amendment (as defined in Section 19.6 of the Agreement), to-wit:

1. The time period for the Developer to deliver evidence of title in a manner reasonably satisfactory to the City Attorney pursuant to Section 18.2 of the Agreement is extended to February 1, 2003.
2. Except as amended above, the Agreement shall continue in full force and effect without further change.
3. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

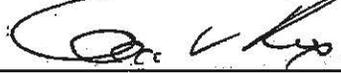
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 11<sup>th</sup> day of July, 2002.

CITY OF NORTH OAKS

By:   
Thomas Watson, Mayor

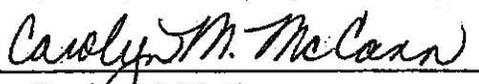
By:   
Philip Gustafson, Councilmember

By:   
Marc Owens-Kurtz, Councilmember

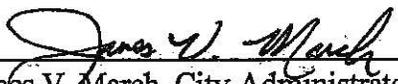
By:   
George Rux, Councilmember

By:   
Christine Wichser, Councilmember

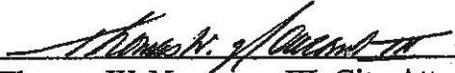
NORTH OAKS COMPANY, LLC

By:   
Carolyn M. McCann  
Its President

ATTEST:

  
James V. March, City Administrator

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

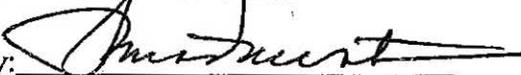
**FOURTH AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

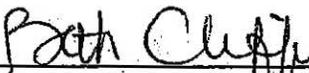
THE UNDERSIGNED parties to that certain Planned Unit Development Agreement for East Oaks Project with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Major Amendment (as defined in Section 19.6 of the Agreement), to-wit:

1. That Appendix I of the Agreement is amended consistent with the blacklined version of Appendix I to the Agreement dated January 31, 2002, as amended by the Council of the City of North Oaks on February 14, 2002, a true and correct copy of which is attached as Exhibit "A".
2. A clean copy of Appendix I of the Agreement consistent with the blacklined changes shown in Exhibit "A" shall be substituted for the existing Appendix I to the Agreement.
3. Except as amended above, the Agreement shall continue in full force and effect without further change.
4. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 25<sup>th</sup> day of March, 2003.

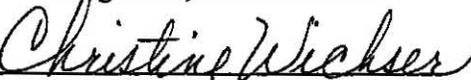
CITY OF NORTH OAKS

By:   
Thomas Watson, Mayor

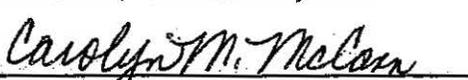
By:   
Beth Cliffe, Councilmember

By:   
Marc Owens-Kurtz, Councilmember

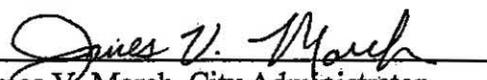
By:   
George Rux, Councilmember

By:   
Christine Wichser, Councilmember

NORTH OAKS COMPANY, LLC

By:   
Carolyn M. McCann  
Its President

ATTEST:

  
James V. March, City Administrator

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

EXHIBIT "A"

**APPENDIX 1**

**to the**

**PLANNED DEVELOPMENT AGREEMENT**

**between**

**NORTH OAKS COMPANY, LLC**

**and the**

**CITY OF NORTH OAKS**

**Ramsey County, Minnesota**

**Findings And Development Guidelines**

**SECTION 1 PURPOSE AND INTENT**

The intent and purposes of the Planned Development Agreement for the Subject Property are to:

- A. Modify the existing Zoning Ordinance and other City standards in order to provide for greater creativity and flexibility in environmental design that is provided for under the strict application of the existing Zoning Ordinance and standards while at the same time preserving the health, safety, order, convenience, prosperity, and general welfare of the City and its inhabitants.
- B. Encourage the preservation and enhancement of desirable site characteristics and significant wildlife habitat, both terrestrial and aquatic.
- C. Encourage a more creative and efficient use of the land.
- D. Encourage a development pattern in harmony with the City's objectives for land use, overall residential density, environmental protection, habitat conservation, active and passive recreation, and diversity of residential and commercial opportunities to meet the changing needs associated with new demographic trends and a gradually aging population.

## **SECTION 2 FINDINGS**

By authorizing this Planned Development Agreement, the City Council has found the following:

- A. That the proposed East Oaks PUD Project is consistent with the City's Comprehensive Plan.
- B. That the proposed East Oaks PUD Project has been designed as a complete and unified development within its own boundaries in terms of relationship of structures, patterns of circulation, visual character, and interrelationship of utilities and drainage infrastructure.
- C. That the proposed layout of land use within the East Oaks PUD Project will result in compatible land uses with present and planned uses in the surrounding area.
- D. That design and overall concept for the East Oaks PUD Project justify the following modifications to the existing City Zoning Ordinance and Subdivision Ordinance:
  - 1. Setbacks for residential development;
  - 2. Street pavement width;
  - 3. Requirements for lot area, minimum lot frontage on street and building setback from roadways;
  - 4. Building height;
  - 5. Floor Area Ratio requirements;
  - 6. Use of entrance monument signs;
  - 7. Planting of shrubs, flowers, and ornamental trees around entrance monuments;
  - 8. Parking requirements;
  - 9. Suitable site size requirements.
- E. That each Development Site of the East Oaks PUD Project is sufficient unto itself on the basis of size, composition, arrangement and the provision of municipal utilities; and the construction and operation of each Development Site is feasible without dependence upon any subsequent Development Site.
- F. That the impacts of the proposed East Oaks PUD Project on parks, schools, streets and other public facilities have been reviewed in an Environmental Assessment Worksheet, that mitigative measures have been identified, and that no unmitigated negative results will be produced.
- G. That the approval of the East Oaks PUD Project complies with the requirements of the City's Zoning Ordinance.
- H. That the approval of the East Oaks PUD Project grants a conditional use permit and two (2) variances pursuant to the Shoreland Ordinance. Such variances are described in Table 1 in Section 5 hereof.

### SECTION 3 LAND USE REGULATIONS

For the Subject Property, the following land-use regulations shall apply.

#### Permitted, Conditional, and Accessory Uses

- A. Residential Uses: The following residential uses shall be allowed in the Development Sites within the Subject Property, as further detailed in Section 5 hereof:
1. RSL-PUD, Residential Conservancy Home Lots;
  2. RSM-PUD, Residential Detached Open Space Home Lots;
  3. RMM-PUD, RMH-PUD, and RCM-PUD, Residential Detached and Attached Open Space Home Lots, including various types of multi-family dwellings;
  4. RCM-PUD, Senior Residential Attached Dwellings.
- B. Commercial Uses: As per City Zoning Ordinance, Section 7.10 for residential commercial mixed district (RCM), whether or not within a shopping center, as further limited in Table 1 of Section 5 hereof.
- C. Active and Passive Private Open Space: No land within the designated parks shall be used for a use other than those listed below:
1. Permitted Uses:
    - a. Parks for active and passive recreation, playgrounds, tennis courts, trails, and other similar non-motorized uses;
    - b. Off-street parking (accessory use only);
    - c. Docks, viewing/boating piers, and other similar water-oriented facilities for non-motorized activities;
    - d. Green Space;
    - e. Essential Improvements.
- D. Protected Land: The Protected Land shall be used only as permitted in the Open Space Easements and Trail Easements executed or to be executed pursuant to the Planned Development Agreement, and to the extent not inconsistent therewith, the Conservation Easements.

**SECTION 4 PERFORMANCE STANDARDS**

**A. RESIDENTIAL**

All residential development shall meet the following performance standards.

*Architectural Review:* All homes proposed for construction within the Development Sites shall be subject to review by the North Oaks Home Owners' Association Architectural Supervisory Committee (ASC) to the extent required by the ASC.

**1. RSL-PUD: RESIDENTIAL CONSERVANCY LOTS**

The dimensional standards pertaining to lot size, width, frontage, setbacks, impervious coverage, etc., for the Residential Conservancy Lots within the East Oaks PUD Project shall be the same as those that apply to the "RSL District" pertaining to the currently developed areas of the City, as specified in Section 7.6 of the City Zoning Ordinance.

**2. RSM-PUD: RESIDENTIAL DETACHED OPEN SPACE LOTS**

a. Minimum Setbacks: Minimum building setbacks shall be measured as follows:

	<u>Principal and Attached Accessory Structures</u>	<u>Detached Accessory Structures</u>
From Roadway Easements	10 ft. (house or side loaded garage) 20 ft. (front loaded garage)	20 feet
From Adjacent Structures	12 ft. garage to garage 20 ft. garage to house 24 ft. house to house	6 feet

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
From Roadway Easements	N/A	0 feet	20 feet
From Adjacent Structures	10 feet	10 feet	15 feet
From Corner Roadway Easements	20 feet	20 feet	15 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and in lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan.

c. Minimum Parking Requirements:

One enclosed space plus two off-street spaces, a minimum of 9' x 18' each, for each dwelling unit not including the driveway approach area to the primary enclosed parking space.

The required off-street spaces must not encroach the roadway or pedestrian easements.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 16 feet;

Minimum roadway width: 18 feet (20 feet if curbed).

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

3. RMM-PUD, RMH-PUD, and RCM-PUD: RESIDENTIAL DETACHED AND ATTACHED OPEN SPACE HOME LOTS

a. Minimum Setbacks:

Building to building:	Front to front:	40 feet for principal buildings
	Side to side:	15 feet for principal buildings
	Rear to rear:	50 feet for principal buildings

(Where different building sides face each other, the more restrictive setback shall apply.)

Principal building to roadway easement:	Front:	15 feet
	Side:	20 feet
	Rear:	20 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and, for lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan, except that multi-story multi-family dwellings are allowed as further provided in Section 5 hereof.

c. Minimum Parking Requirements:

Two spaces per dwelling unit of which at least one space shall be enclosed. Driveways to enclosed parking spaces shall count as off-street parking, provided that each space is a minimum of 9' x 18'.

In addition, one space per dwelling, provided in shared, off-lot locations unless each dwelling unit has three spaces.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 18 feet;

Minimum roadway width: 18 feet (20 feet if curbed);

Minimum roadway width (serving four dwellings or less): 16 feet;

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

4. RCM-PUD: SENIOR RESIDENTIAL ATTACHED

a. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use in the RCM-PUD zoning district along the northern boundary of Site E-2.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

b. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

c. Minimum Parking Requirements:

1.1 spaces per dwelling unit. At least 60% of parking spaces shall be enclosed and below grade.

d. Area Requirements:

<u>1. Site Area:</u>	<u>8 acres</u>
<u>2. Building Lot Coverage:</u>	<u>.28</u>
<u>3. Hard Surface Coverage:</u>	<u>.40 (buildings and roads)</u>
<u>4. Green Space:</u>	<u>.60</u>
<u>5. Floor Area Ratio:</u>	<u>.72</u>

e. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

f. Land Owners' Association:

The owner of the structure (as opposed to the individuals residing in the structure) shall be a member of the North Oaks Home Owners' Association in a special category which will allow use of the North Oaks Home Owners' Association trails and other amenities by the individuals residing in the structure, but shall not allow for use by employees or guests of the residents of the structure. The owner of the structure shall agree with the North Oaks Home Owners' Association from time to time on specific rules and dues.

g. Site and Building Plan Review:

See Zoning Ordinance Section 7.10.12.

h. All permitted, conditional, and accessory uses pursuant to Section 7.10 of the Zoning Ordinance.

**B. RETAIL, SERVICES, AND OFFICES**

All retail, service, and office uses shall meet the standards and requirements applicable to commercial/service uses contained in the Zoning Ordinance, Section 7.10, except as modified above for RCM-PUD Senior Residential Attached, and except that the building-to-building setback along the southerly boundary of the commercial/retail/service/office area of Site E-1 shall be 0 feet where it adjoins the northern boundary of Site E-2.

**C. SHORELAND**

The shoreland areas and parkland areas within the Development Sites of the Subject Property shall meet the following performance standards.

A protected zone shall exist as measured 150 feet from the ordinary high water level of Wilkinson Lake and Black Lake and 75 feet from the ordinary high water level of Charley and Deep Lakes, and North and South Mallard Ponds. This zone shall be protected in a natural, unmowed state for the preservation of wildlife and water quality. The erection of all structures, fences, and impervious surfaces, the alteration or removal of vegetation, and other similar disturbances to the natural environment shall be prohibited in this zone.

Notwithstanding these provisions, trails, signage related to parklands and trails, benches, docks, viewing and boating piers, and other devices reasonably necessary for the protection or enjoyment of this area shall be allowed within the protected zone, and it will be permissible to remove buckthorn and other non-native invasive species within this zone and to trim lower limbs of trees in order to enhance views.

**D. ENTRANCE MONUMENT SIGNS**

Monuments to identify Development Sites shall be permitted if they conform to the following standards:

1. Not exceed 8 feet in height as measured from the finished grade;
2. Not extend into adjacent road easement;
3. Not obstruct the view of oncoming traffic;
4. Include landscaping around the base consisting of shrubs, flowers, and ornamental trees, notwithstanding the provisions of Section 6.14.2 of the Zoning Ordinance;
5. No exposed neon lighting on sign;
6. Designed to be compatible with adjacent building architecture;
7. The sign face shall not exceed 80 square feet for each side of the sign.

**E. SUITABLE SITE**

The Suitable Site requirements of the Subdivision Ordinance shall not apply to Development Sites which are served by central sanitary sewer.

**F. AGGREGATE FLOOR AREA RATIO**

In those Development Sites where Floor Area Ratio is calculated in the aggregate, no dwelling unit in a detached home or townhome shall be more than double the Total Floor Area of any other such dwelling unit in the same Development Site, without prior Council approval.

## SECTION 5 TYPES OF DEVELOPMENT

The Comprehensive Plan currently provides for a maximum of 645795 dwelling units and the commercial development of 2413 acres within the Subject Property.

In general, there will be five types of Development within the Development Sites of the Subject Property. These are:

- A. Single Family Detached. These Development Sites will consist entirely of Residential Conservancy Lots and Residential Detached Open Space Home Lots. Zoning: RSL-PUD, RSM-PUD.
- B. Limited Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots. Zoning: RMM-PUD and RMH-PUD.
- C. Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings. Zoning: RMH-PUD.
- D. Limited Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses other than food, liquor, gas, or video sales. Zoning: RCM-PUD.
- E. Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses. Zoning: RCM-PUD.

Table 1 indicates the type of Development, numbers and types of dwelling units, and other Development Site performance standards.

Table 1

Development Sites

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site A:	RMM-PUD	40	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed.
Site B:	RSM-PUD	2	Single family detached. Density increase of 30% allowed.
Site C:	RSM-PUD	10	Single family detached. Density increase of 30% allowed.
Site D:	RMH-PUD	200	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed.
Site E-1:	RCM-PUD	110	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed. All permitted, conditional and accessory uses pursuant to Section 7.10 of the Zoning Code. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance.
Site E-2:	<u>RCM-PUD</u>	<u>150</u>	<u>Senior residential with assisted living and independent living units for individuals age 55 and older in one structure with a maximum height for any building segment of the structure of 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance.</u>
Site F:	RMH-PUD	10	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed. The Floor Area Ratio shall not exceed .20.
Site G:	RCM-PUD	68	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agent; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site H:	RCM-PUD	35	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agency; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site I:	RSM-PUD	54	Single family detached. No density increase. Floor Area Ratio to be calculated in the aggregate. The required setback from the ordinary high water level of North Mallard Pond shall be 75 feet, which is a 50-foot variance from the 125-foot setback presently required by the Shoreland Ordinance.
Site J:	RSM-PUD	7	Single family detached. Density increase of 30% allowed.
Site K:	RSL-PUD	64	Single family detached. Density increase of 30% allowed.
Site L:	RMH-PUD	45	Single family detached at an overall density which is no greater than the existing density in the Deer Hills subdivision. No density increase. The Floor Area Ratio shall not exceed .24.
Site M:	LI-PUD	0	Meet requirements of the Zoning Ordinance, Section 7.15.

*Shoreland Variances:* Variances which are granted to the Shoreland Ordinance are described in Sites E-1, E-2 and I in Table 1 above. No other Shoreland Ordinance variances and no VLAWMO variances are granted.

*Height of Buildings:* Except as otherwise specified in Table 1 above for multi-family dwellings in Sites D, and E-1 and E-2, the maximum height of buildings shall be 35 feet except in the case of walkouts, where 45 feet is permitted, consistent with the City Zoning Ordinance measured from the lowest finished grade established by the City approved grading plan.

*Number of Dwellings Permitted:* The number of dwelling units planned for each Development Site is shown in Table 1. Where the number of approved dwelling units in an individual Development Site varies from the number of dwelling units that is specified in Table 1, the aggregate number of proposed dwelling units in remaining undeveloped Development Sites shall be adjusted by the same number to the extent that density allowances in the remaining undeveloped sites will accommodate such adjustment. Concurrent with each application for Development which includes such variation in number of dwelling units, the Developer shall provide the City with its best estimate as to the future allocation of remaining units to specific undeveloped Development Sites. Except for Development Sites I and L where no density increase is permitted and Development Sites D and E-1 where the density increase is limited to 50%, density increases of up to 30% within each Development Site are permitted between and among the various Development Sites. Permitted density increase percentages shall be applied before any permitted conversion or transfer of units.

*Number of Commercial Acres Permitted:* The number of commercial use acres permitted within the Development Sites is 24-13. These acres may be located in any or all of the Development Sites with a Zoning Designation of RCM-PUD.

*Conversion of Permitted Uses:* The limits of 645 dwelling units and 24-plus 150 dwelling units of senior attached residential housing and 13 commercial use acres may be varied as follows:

- a. Should the Developer elect to forego Development of some or all of the 24-13 commercial acres, the number of permitted dwelling units within the Development Sites will be increased at the rate of 5 dwelling units for each full acre of commercial Development foregone.

- b. Should the Developer elect to forego Development of the full 645 dwelling units (not including the 150 dwelling units of senior attached residential housing), the number of permitted acres for commercial Development within the Mixed Use Development Sites will be increased at the rate of one acre of commercial use for each 5 dwelling units foregone, except that if the increased use is office, then 2.5 dwelling units shall be foregone for each additional acre of office use.

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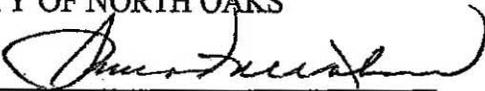
**FIFTH AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

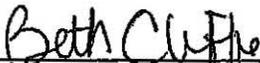
THE UNDERSIGNED parties to that certain Planned Unit Development Agreement for East Oaks Project with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Major Amendment (as defined in Section 19.6 of the Agreement), to-wit:

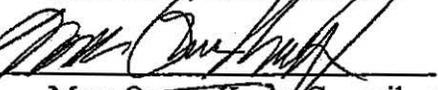
1. That Appendix I of the Agreement is amended consistent with the blacklined version of Appendix I to the Agreement which was approved by the Council of the City of North Oaks on May 8, 2003, a true and correct copy of which is attached as Exhibit "A".
2. A clean copy of Appendix I of the Agreement consistent with the blacklined changes shown in Exhibit "A" shall be substituted for the existing Appendix I to the Agreement.
3. Except as amended above, the Agreement shall continue in full force and effect without further change.
4. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

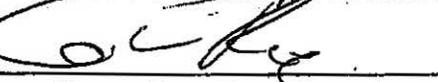
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 8<sup>th</sup> day of May, 2003.

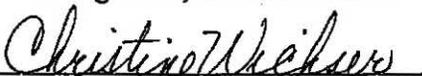
CITY OF NORTH OAKS

By:   
Thomas N. Watson, Mayor

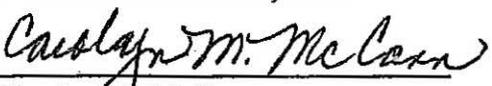
By:   
Beth Cliffe, Councilmember

By:   
Mare Owens-Kurtz, Councilmember

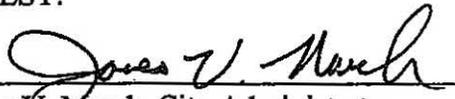
By:   
George Rux, Councilmember

By:   
Christine Wichser, Councilmember

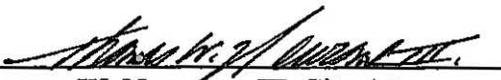
NORTH OAKS COMPANY, LLC

By:   
Carolyn M. McCann  
Its President

ATTEST:

  
James V. March, City Administrator

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

**APPENDIX 1**  
**to the**  
**PLANNED DEVELOPMENT AGREEMENT**  
**between**  
**NORTH OAKS COMPANY, LLC**  
**and the**  
**CITY OF NORTH OAKS**  
**Ramsey County, Minnesota**

**Findings And Development Guidelines**

**SECTION 1      PURPOSE AND INTENT**

The intent and purposes of the Planned Development Agreement for the Subject Property are to:

- A.      Modify the existing Zoning Ordinance and other City standards in order to provide for greater creativity and flexibility in environmental design that is provided for under the strict application of the existing Zoning Ordinance and standards while at the same time preserving the health, safety, order, convenience, prosperity, and general welfare of the City and its inhabitants.
- B.      Encourage the preservation and enhancement of desirable site characteristics and significant wildlife habitat, both terrestrial and aquatic.
- C.      Encourage a more creative and efficient use of the land.
- D.      Encourage a development pattern in harmony with the City's objectives for land use, overall residential density, environmental protection, habitat conservation, active and passive recreation, and diversity of residential and commercial opportunities to meet the changing needs associated with new demographic trends and a gradually aging population.

**SECTION 2      FINDINGS**

By authorizing this Planned Development Agreement, the City Council has found the following:

- A.      That the proposed East Oaks PUD Project is consistent with the City's Comprehensive Plan.
- B.      That the proposed East Oaks PUD Project has been designed as a complete and unified development within its own boundaries in terms of relationship of structures, patterns of circulation, visual character, and interrelationship of utilities and drainage infrastructure.
- C.      That the proposed layout of land use within the East Oaks PUD Project will result in compatible land uses with present and planned uses in the surrounding area.
- D.      That design and overall concept for the East Oaks PUD Project justify the following modifications to the existing City Zoning Ordinance and Subdivision Ordinance:
  - 1.      Setbacks for residential development;
  - 2.      Street pavement width;

3. Requirements for lot area, minimum lot frontage on street and building setback from roadways;
  4. Building height;
  5. Floor Area Ratio requirements;
  6. Use of entrance monument signs;
  7. Planting of shrubs, flowers, and ornamental trees around entrance monuments;
  8. Parking requirements;
  9. Suitable site size requirements.
- E. That each Development Site of the East Oaks PUD Project is sufficient unto itself on the basis of size, composition, arrangement and the provision of municipal utilities; and the construction and operation of each Development Site is feasible without dependence upon any subsequent Development Site.
- F. That the impacts of the proposed East Oaks PUD Project on parks, schools, streets and other public facilities have been reviewed in an Environmental Assessment Worksheet, that mitigative measures have been identified, and that no unmitigated negative results will be produced.
- G. That the approval of the East Oaks PUD Project complies with the requirements of the City's Zoning Ordinance.
- H. That the approval of the East Oaks PUD Project grants a conditional use permit and two (2) variances pursuant to the Shoreland Ordinance. Such variances are described in Table 1 in Section 5 hereof.

### SECTION 3 LAND USE REGULATIONS

For the Subject Property, the following land-use regulations shall apply.

#### Permitted, Conditional, and Accessory Uses

- A. **Residential Uses:** The following residential uses shall be allowed in the Development Sites within the Subject Property, as further detailed in Section 5 hereof:
1. RSL-PUD, Residential Conservancy Home Lots;
  2. RSM-PUD, Residential Detached Open Space Home Lots;
  3. RMM-PUD, RMH-PUD, and RCM-PUD, Residential Detached and Attached Open Space Home Lots, including various types of multi-family dwellings;
  4. RCM-PUD, Senior Residential Attached Dwellings.
- B. **Commercial Uses:** As per City Zoning Ordinance, Section 7.10 for residential commercial mixed district (RCM), whether or not within a shopping center, as further limited in Table 1 of Section 5 hereof.
- C. **Active and Passive Private Open Space:** No land within the designated parks shall be used for a use other than those listed below:
1. **Permitted Uses:**
    - a. Parks for active and passive recreation, playgrounds, tennis courts, trails, and other similar non-motorized uses;
    - b. Off-street parking (accessory use only);

- c. Docks, viewing/boating piers, and other similar water-oriented facilities for non-motorized activities;
- d. Green Space;
- e. Essential Improvements.

D. **Protected Land:** The Protected Land shall be used only as permitted in the Open Space Easements and Trail Easements executed or to be executed pursuant to the Planned Development Agreement, and to the extent not inconsistent therewith, the Conservation Easements.

**SECTION 4 PERFORMANCE STANDARDS**

A. RESIDENTIAL

All residential development shall meet the following performance standards.

*Architectural Review:* All homes proposed for construction within the Development Sites shall be subject to review by the North Oaks Home Owners' Association Architectural Supervisory Committee (ASC) to the extent required by the ASC.

1. RSL-PUD: RESIDENTIAL CONSERVANCY LOTS

The dimensional standards pertaining to lot size, width, frontage, setbacks, impervious coverage, etc., for the Residential Conservancy Lots within the East Oaks PUD Project shall be the same as those that apply to the "RSL District" pertaining to the currently developed areas of the City, as specified in Section 7.6 of the City Zoning Ordinance.

2. RSM-PUD: RESIDENTIAL DETACHED OPEN SPACE LOTS

a. **Minimum Setbacks:** Minimum building setbacks shall be measured as follows:

	<u>Principal and Attached Accessory Structures</u>	<u>Detached Accessory Structures</u>
From Roadway Easements	10 ft. (house or side loaded garage) 20 ft. (front loaded garage)	20 feet
From Adjacent Structures	12 ft. garage to garage 20 ft. garage to house 24 ft. house to house	6 feet

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
From Roadway Easements	N/A	0 feet	20 feet
From Adjacent Structures	10 feet	10 feet	15 feet
From Corner Roadway Easements	20 feet	20 feet	15 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. **Maximum Building Height:**

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and in lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan.

c. **Minimum Parking Requirements:**

One enclosed space plus two off-street spaces, a minimum of 9' x 18' each, for each dwelling unit not including the driveway approach area to the primary enclosed parking space.

The required off-street spaces must not encroach the roadway or pedestrian easements.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 16 feet;

Minimum roadway width: 18 feet (20 feet if curbed).

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

3. RMM-PUD, RMH-PUD, and RCM-PUD: RESIDENTIAL DETACHED AND ATTACHED OPEN SPACE HOME LOTS

a. Minimum Setbacks:

Building to building:	Front to front:	40 feet for principal buildings
	Side to side:	15 feet for principal buildings
	Rear to rear:	50 feet for principal buildings

(Where different building sides face each other, the more restrictive setback shall apply.)

Principal building to roadway easement:	Front:	15 feet
	Side:	20 feet
	Rear:	20 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and, for lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan, except that multi-story multi-family dwellings are allowed as further provided in Section 5 hereof.

c. Minimum Parking Requirements:

Two spaces per dwelling unit of which at least one space shall be enclosed. Driveways to enclosed parking spaces shall count as off-street parking, provided that each space is a minimum of 9' x 18'.

In addition, one space per dwelling, provided in shared, off-lot locations unless each dwelling unit has three spaces.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 18 feet;

Minimum roadway width: 18 feet (20 feet if curbed);

Minimum roadway width (serving four dwellings or less): 16 feet;

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

4. RCM-PUD: SENIOR RESIDENTIAL ATTACHED

a. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use in the RCM-PUD zoning district along the northern boundary of Site E-2.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

b. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

c. Minimum Parking Requirements:

1.1 spaces per dwelling unit. At least 60% of parking spaces shall be enclosed and below grade.

d. Area Requirements:

- |                           |                           |
|---------------------------|---------------------------|
| 1. Site Area:             | 8 acres                   |
| 2. Building Lot Coverage: | .28                       |
| 3. Hard Surface Coverage: | .40 (buildings and roads) |
| 4. Green Space:           | .60                       |
| 5. Floor Area Ratio:      | .72                       |

e. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

f. Land Owners' Association:

The owner of the structure (as opposed to the individuals residing in the structure) shall be a member of the North Oaks Home Owners' Association in a special category which will allow use of the North Oaks Home Owners' Association trails and other amenities by the individuals residing in the structure, but shall not allow for use by employees or guests of the residents of the structure. The owner of the structure shall agree with the North Oaks Home Owners' Association from time to time on specific rules and dues.

g. Site and Building Plan Review:

See Zoning Ordinance Section 7.10.12.

h. All permitted, conditional, and accessory uses pursuant to Section 7.10 of the Zoning Ordinance.

B. RETAIL, SERVICES, AND OFFICES

All retail, service, and office uses shall meet the standards and requirements applicable to commercial/service uses contained in the Zoning Ordinance, Section 7.10, except as modified above for RCM-PUD Senior Residential Attached, and except that the building-to-building setback along the southerly boundary of the commercial/retail/service/office area of Site E-1 shall be 0 feet where it adjoins the northern boundary of Site E-2.

C. SHORELAND

The shoreland areas and parkland areas within the Development Sites of the Subject Property shall meet the following performance standards.

A protected zone shall exist as measured 150 feet from the ordinary high water level of Wilkinson Lake and Black Lake and 75 feet from the ordinary high water level of Charley and Deep Lakes, and North and South Mallard Ponds. This zone shall be protected in a natural, unmowed state for the preservation of wildlife and water quality. The erection of all structures, fences, and impervious surfaces, the alteration or removal of vegetation, and other similar disturbances to the natural environment shall be prohibited in this zone.

Notwithstanding these provisions, trails, signage related to parklands and trails, benches, docks, viewing and boating piers, and other devices reasonably necessary for the protection or enjoyment of this area shall be allowed within the protected zone, and it will be permissible to remove buckthorn and other non-native invasive species within this zone and to trim lower limbs of trees in order to enhance views.

D. ENTRANCE MONUMENT SIGNS

Monuments to identify Development Sites shall be permitted if they conform to the following standards:

1. Not exceed 8 feet in height as measured from the finished grade;
2. Not extend into adjacent road easement;
3. Not obstruct the view of oncoming traffic;
4. Include landscaping around the base consisting of shrubs, flowers, and ornamental trees, notwithstanding the provisions of Section 6.14.2 of the Zoning Ordinance;
5. No exposed neon lighting on sign;
6. Designed to be compatible with adjacent building architecture;
7. The sign face shall not exceed 80 square feet for each side of the sign.

E. SUITABLE SITE

The Suitable Site requirements of the Subdivision Ordinance shall not apply to Development Sites which are served by central sanitary sewer.

F. AGGREGATE FLOOR AREA RATIO

In those Development Sites where Floor Area Ratio is calculated in the aggregate, no dwelling unit in a detached home or townhome shall be more than double the Total Floor Area of any other such dwelling unit in the same Development Site, without prior Council approval.

## SECTION 5 TYPES OF DEVELOPMENT

The Comprehensive Plan currently provides for a maximum of 795 dwelling units and the commercial development of 13 acres within the Subject Property.

In general, there will be five types of Development within the Development Sites of the Subject Property. These are:

- A. Single Family Detached. These Development Sites will consist entirely of Residential Conservancy Lots and Residential Detached Open Space Home Lots. Zoning: RSL-PUD, RSM-PUD.
- B. Limited Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots. Zoning: RMM-PUD and RMH-PUD.
- C. Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings. Zoning: RMH-PUD.
- D. Limited Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses other than food, liquor, gas, or video sales. Zoning: RCM-PUD.
- E. Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses. Zoning: RCM-PUD.

Table 1 indicates the type of Development, numbers and types of dwelling units, and other Development Site performance standards.

Table 1

Development Sites

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site A:	RMM-PUD	40	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed.
Site B:	RSM-PUD	2	Single family detached. Density increase of 30% allowed.
Site C:	RSM-PUD	10	Single family detached. Density increase of 30% allowed.
Site D:	RMH-PUD	200	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed.
Site E-1:	RCM-PUD	110	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed. <u>All permitted, conditional and accessory uses pursuant to Section 7.10 of the Zoning Code. Restaurant as a conditional use with on-sale liquor, and with an attached market for retail food and beverage sales and on- and off-sale liquor sales. Wellness center/care center as conditional uses in a two-story building with the wellness center (health club) on the lower floor of 16,750 square feet, and the care center for 22 beds providing skilled nursing care on the upper floor of 16,750 square feet, and a maximum building front height of 42 feet. Parking for the care center shall be one space per bed. Building-to-building setbacks within Tracts B, C, E and F of Site E-1 minimum 0 feet where an adjoining commercial use with other buildings in Site E-1. Parking to lot line setback within Tracts B, C, D, and E of Site E-1 minimum 0 feet. Building-to-building setbacks between Sites E-1 and E-2 minimum 0 feet where adjoining commercial use with other buildings in Site E-1 or Site E-2.</u> The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance.
Site E-2:	RCM-PUD	150	Senior residential with assisted living and independent living units for individuals age 55 and older in one structure with a maximum height for any building segment of the structure of 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance.
Site F:	RMH-PUD	10	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed. The Floor Area Ratio shall not exceed .20.

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site G:	RCM-PUD	68	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agent; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
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Site I:	RSM-PUD	54	Single family detached. No density increase. Floor Area Ratio to be calculated in the aggregate. The required setback from the ordinary high water level of North Mallard Pond shall be 75 feet, which is a 50-foot variance from the 125-foot setback presently required by the Shoreland Ordinance.
Site J:	RSM-PUD	7	Single family detached. Density increase of 30% allowed.
Site K:	RSL-PUD	64	Single family detached. Density increase of 30% allowed.
Site L:	RMH-PUD	45	Single family detached at an overall density which is no greater than the existing density in the Deer Hills subdivision. No density increase. The Floor Area Ratio shall not exceed .24.
Site M:	LI-PUD	0	Meet requirements of the Zoning Ordinance, Section 7.15.

**Shoreland Variances:** Variances which are granted to the Shoreland Ordinance are described in Sites E-1, E-2 and I in Table 1 above. No other Shoreland Ordinance variances and no VLAWMO variances are granted.

**Height of Buildings:** Except as otherwise specified in Table 1 above for multi-family dwellings in Sites D, E-1 and E-2, the maximum height of buildings shall be 35 feet except in the case of walkouts, where 45 feet is permitted, consistent with the City Zoning Ordinance measured from the lowest finished grade established by the City approved grading plan.

**Number of Dwellings Permitted:** The number of dwelling units planned for each Development Site is shown in Table 1. Where the number of approved dwelling units in an individual Development Site varies from the number of dwelling units that is specified in Table 1, the aggregate number of proposed dwelling units in remaining undeveloped Development Sites shall be adjusted by the same number to the extent that density allowances in the remaining undeveloped sites will accommodate such adjustment. Concurrent with each application for Development which includes such variation in number of dwelling units, the Developer shall provide the City with its best estimate as to the future allocation of remaining units to specific undeveloped Development Sites. Except for Development Sites I and L where no density increase is permitted and Development Sites D and E-1 where the density increase is limited to 50%, density increases of up to 30% within each Development Site are permitted between and among the various Development Sites. Permitted density increase percentages shall be applied before any permitted conversion or transfer of units.

**Number of Commercial Acres Permitted:** The number of commercial use acres permitted within the Development Sites is 13. These acres may be located in any or all of the Development Sites with a Zoning Designation of RCM-PUD.

**Conversion of Permitted Uses:** The limits of 645 dwelling units and plus 150 dwelling units of senior attached residential housing and 13 commercial use acres may be varied as follows:

- a. Should the Developer elect to forego Development of some or all of the 13 commercial acres, the number of permitted dwelling units within the Development Sites will be increased at the rate of 5 dwelling units for each full acre of commercial Development foregone.
- b. Should the Developer elect to forego Development of the full 645 dwelling units (not including the 150 dwelling units of senior attached residential housing), the number of permitted acres for commercial Development within the Mixed Use Development Sites will be increased at the rate of one acre of commercial use for each 5 dwelling units foregone, except that if the increased use is office, then 2.5 dwelling units shall be foregone for each additional acre of office use.

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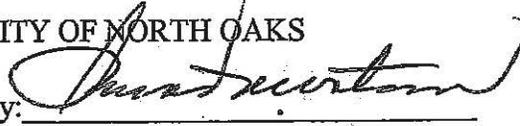
**SIXTH AMENDMENT TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

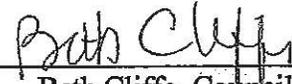
THE UNDERSIGNED parties to that certain Planned Unit Development Agreement for East Oaks Project with an effective date of February 11, 1999 (the "Agreement"), hereby agree to the following Major Amendment (as defined in Section 19.6 of the Agreement), to-wit:

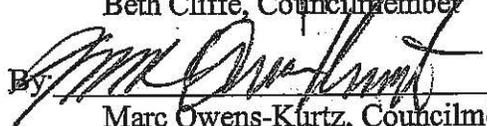
1. That Appendix I of the Agreement is amended consistent with the blacklined version of Appendix I to the Agreement which was approved by the Council of the City of North Oaks on October 13, 2005, a true and correct copy of which is attached as Exhibit "A".
2. A clean copy of Appendix I of the Agreement consistent with the blacklined changes shown in Exhibit "A" shall be substituted for the existing Appendix I to the Agreement.
3. Except as amended above, the Agreement shall continue in full force and effect without further change.
4. If requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

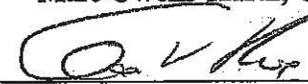
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective the 13<sup>th</sup> day of October, 2005.

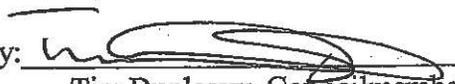
CITY OF NORTH OAKS

By:   
Thomas N. Watson, Mayor

By:   
Beth Cliffe, Councilmember

By:   
Marc Owens-Kurtz, Councilmember

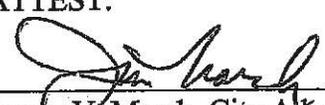
By:   
George Rux, Councilmember

By:   
Tim Dunleavy, Councilmember

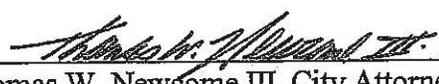
NORTH OAKS COMPANY, LLC

By:   
Its: Vice President

ATTEST:

  
James V. March, City Administrator

APPROVED as to Form and City Council  
Authorization

  
Thomas W. Newcome III, City Attorney

**APPENDIX 1**

to the

**PLANNED DEVELOPMENT AGREEMENT**

between

**NORTH OAKS COMPANY, LLC**

and the

**CITY OF NORTH OAKS**

**Ramsey County, Minnesota**

**Findings And Development Guidelines**

**SECTION 1 PURPOSE AND INTENT**

The intent and purposes of the Planned Development Agreement for the Subject Property are to:

- A. Modify the existing Zoning Ordinance and other City standards in order to provide for greater creativity and flexibility in environmental design that is provided for under the strict application of the existing Zoning Ordinance and standards while at the same time preserving the health, safety, order, convenience, prosperity, and general welfare of the City and its inhabitants.
- B. Encourage the preservation and enhancement of desirable site characteristics and significant wildlife habitat, both terrestrial and aquatic.
- C. Encourage a more creative and efficient use of the land.
- D. Encourage a development pattern in harmony with the City's objectives for land use, overall residential density, environmental protection, habitat conservation, active and passive recreation, and diversity of residential and commercial opportunities to meet the changing needs associated with new demographic trends and a gradually aging population.

**SECTION 2 FINDINGS**

By authorizing this Planned Development Agreement, the City Council has found the following:

- A. That the proposed East Oaks PUD Project is consistent with the City's Comprehensive Plan.
- B. That the proposed East Oaks PUD Project has been designed as a complete and unified development within its own boundaries in terms of relationship of structures, patterns of circulation, visual character, and interrelationship of utilities and drainage infrastructure.
- C. That the proposed layout of land use within the East Oaks PUD Project will result in compatible land uses with present and planned uses in the surrounding area.
- D. That design and overall concept for the East Oaks PUD Project justify the following modifications to the existing City Zoning Ordinance and Subdivision Ordinance:
  - 1. Setbacks for residential development;
  - 2. Street pavement width;

3. Requirements for lot area, minimum lot frontage on street and building setback from roadways;
  4. Building height;
  5. Floor Area Ratio requirements;
  6. Use of entrance monument signs;
  7. Planting of shrubs, flowers, and ornamental trees around entrance monuments;
  8. Parking requirements;
  9. Suitable site size requirements.
- E. That each Development Site of the East Oaks PUD Project is sufficient unto itself on the basis of size, composition, arrangement and the provision of municipal utilities; and the construction and operation of each Development Site is feasible without dependence upon any subsequent Development Site.
- F. That the impacts of the proposed East Oaks PUD Project on parks, schools, streets and other public facilities have been reviewed in an Environmental Assessment Worksheet, that mitigative measures have been identified, and that no unmitigated negative results will be produced.
- G. That the approval of the East Oaks PUD Project complies with the requirements of the City's Zoning Ordinance.
- H. That the approval of the East Oaks PUD Project grants a conditional use permit and two (2) variances pursuant to the Shoreland Ordinance. Such variances are described in Table 1 in Section 5 hereof.

### **SECTION 3 LAND USE REGULATIONS**

For the Subject Property, the following land-use regulations shall apply.

#### **Permitted, Conditional, and Accessory Uses**

- A. Residential Uses: The following residential uses shall be allowed in the Development Sites within the Subject Property, as further detailed in Section 5 hereof:
1. RSL-PUD, Residential Conservancy Home Lots;
  2. RSM-PUD, Residential Detached Open Space Home Lots;
  3. RMM-PUD, RMH-PUD, and RCM-PUD, Residential Detached and Attached Open Space Home Lots, including various types of multi-family dwellings;
  4. RCM-PUD, Senior Residential Attached Dwellings.
- B. Commercial Uses: As per City Zoning Ordinance, Section 7.10 for residential commercial mixed district (RCM), whether or not within a shopping center, as further limited in Table 1 of Section 5 hereof.
- C. Active and Passive Private Open Space: No land within the designated parks shall be used for a use other than those listed below:
1. Permitted Uses:
    - a. Parks for active and passive recreation, playgrounds, tennis courts, trails, and other similar non-motorized uses;
    - b. Off-street parking (accessory use only);

- c. Docks, viewing/boating piers, and other similar water-oriented facilities for non-motorized activities;
- d. Green Space;
- e. Essential Improvements.

D. Protected Land: The Protected Land shall be used only as permitted in the Open Space Easements and Trail Easements executed or to be executed pursuant to the Planned Development Agreement, and to the extent not inconsistent therewith, the Conservation Easements.

**SECTION 4 PERFORMANCE STANDARDS**

**A. RESIDENTIAL**

All residential development shall meet the following performance standards.

*Architectural Review*: All homes proposed for construction within the Development Sites shall be subject to review by the North Oaks Home Owners' Association Architectural Supervisory Committee (ASC) to the extent required by the ASC.

1. **RSL-PUD: RESIDENTIAL CONSERVANCY LOTS**

The dimensional standards pertaining to lot size, width, frontage, setbacks, impervious coverage, etc., for the Residential Conservancy Lots within the East Oaks PUD Project shall be the same as those that apply to the "RSL District" pertaining to the currently developed areas of the City, as specified in Section 7.6 of the City Zoning Ordinance.

2. **RSM-PUD: RESIDENTIAL DETACHED OPEN SPACE LOTS**

a. Minimum Setbacks: Minimum building setbacks shall be measured as follows:

	<u>Principal and Attached Accessory Structures</u>	<u>Detached Accessory Structures</u>
From Roadway Easements	10 ft. (house or side loaded garage) 20 ft. (front loaded garage)	20 feet
From Adjacent Structures	12 ft. garage to garage 20 ft. garage to house 24 ft. house to house	6 feet

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
From Roadway Easements	N/A	0 feet	20 feet
From Adjacent Structures	10 feet	10 feet	15 feet
From Corner Roadway Easements	20 feet	20 feet	15 feet

*Wetland Setback*: All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and in lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan.

c. Minimum Parking Requirements:

One enclosed space plus two off-street spaces, a minimum of 9' x 18' each, for each dwelling unit not including the driveway approach area to the primary enclosed parking space.

The required off-street spaces must not encroach the roadway or pedestrian easements.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 16 feet;

Minimum roadway width: 18 feet (20 feet if curbed).

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

3. RMM-PUD, RMH-PUD, and RCM-PUD: RESIDENTIAL DETACHED AND ATTACHED OPEN SPACE HOME LOTS

a. Minimum Setbacks:

Building to building:	Front to front:	40 feet for principal buildings
	Side to side:	15 feet for principal buildings
	Rear to rear:	50 feet for principal buildings

(Where different building sides face each other, the more restrictive setback shall apply.)

Principal building to roadway easement:	Front:	15 feet
	Side:	20 feet
	Rear:	20 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet, measured from the finished ground grade at the front setback line; and, for lots suited for walkout homes 45 feet, consistent with the City Zoning Ordinance, measured from the lowest finished grade established by the City approved grading plan, except that multi-story multi-family dwellings are allowed as further provided in Section 5 hereof.

c. Minimum Parking Requirements:

Two spaces per dwelling unit of which at least one space shall be enclosed. Driveways to enclosed parking spaces shall count as off-street parking, provided that each space is a minimum of 9' x 18'.

In addition, one space per dwelling, provided in shared, off-lot locations unless each dwelling unit has three spaces.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 18 feet;

Minimum roadway width: 18 feet (20 feet if curbed);

Minimum roadway width (serving four dwellings or less): 16 feet;

e. Fences and Landscaping:

The provisions of Sections 6.14 and 6.15 of the Zoning Ordinance shall govern fences, screening, planting strips, and landscaping.

4. RCM-PUD: SENIOR RESIDENTIAL ATTACHED

a. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use in the RCM-PUD zoning district along the northern boundary of Site E-2.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

b. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

c. Minimum Parking Requirements:

1.1 spaces per dwelling unit. At least 60% of parking spaces shall be enclosed and below grade.

d. Area Requirements:

- |                           |                           |
|---------------------------|---------------------------|
| 1. Site Area:             | 8 acres                   |
| 2. Building Lot Coverage: | .28                       |
| 3. Hard Surface Coverage: | .40 (buildings and roads) |
| 4. Green Space:           | .60                       |
| 5. Floor Area Ratio:      | .72                       |

e. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

f. Land Owners' Association:

The owner of the structure (as opposed to the individuals residing in the structure) shall be a member of the North Oaks Home Owners' Association in a special category which will allow use of the North Oaks Home Owners' Association trails and other amenities by the individuals residing in the structure, but shall not allow for use by employees or guests of the residents of the structure. The owner of the structure shall agree with the North Oaks Home Owners' Association from time to time on specific rules and dues.

g. Site and Building Plan Review:

See Zoning Ordinance Section 7.10.12.

h. All permitted, conditional, and accessory uses pursuant to Section 7.10 of the Zoning Ordinance.

B. RETAIL, SERVICES, AND OFFICES

All retail, service, and office uses shall meet the standards and requirements applicable to commercial/service uses contained in the Zoning Ordinance, Section 7.10, except as modified above for RCM-PUD Senior Residential Attached, and except that the building-to-building setback along the southerly boundary of the commercial/retail/service/office area of Site E-1 shall be 0 feet where it adjoins the northern boundary of Site E-2.

C. SHORELAND

The shoreland areas and parkland areas within the Development Sites of the Subject Property shall meet the following performance standards.

A protected zone shall exist as measured 150 feet from the ordinary high water level of Wilkinson Lake and Black Lake and 75 feet from the ordinary high water level of Charley and Deep Lakes, and North and South Mallard Ponds. This zone shall be protected in a natural, unmowed state for the preservation of wildlife and water quality. The erection of all structures, fences, and impervious surfaces, the alteration or removal of vegetation, and other similar disturbances to the natural environment shall be prohibited in this zone.

Notwithstanding these provisions, trails, signage related to parklands and trails, benches, docks, viewing and boating piers, and other devices reasonably necessary for the protection or enjoyment of this area shall be allowed within the protected zone, and it will be permissible to remove buckthorn and other non-native invasive species within this zone and to trim lower limbs of trees in order to enhance views.

D. ENTRANCE MONUMENT SIGNS

Monuments to identify Development Sites shall be permitted if they conform to the following standards:

1. Not exceed 8 feet in height as measured from the finished grade;
2. Not extend into adjacent road easement;
3. Not obstruct the view of oncoming traffic;
4. Include landscaping around the base consisting of shrubs, flowers, and ornamental trees, notwithstanding the provisions of Section 6.14.2 of the Zoning Ordinance;
5. No exposed neon lighting on sign;
6. Designed to be compatible with adjacent building architecture;
7. The sign face shall not exceed 80 square feet for each side of the sign.

E. SUITABLE SITE

The Suitable Site requirements of the Subdivision Ordinance shall not apply to Development Sites which are served by central sanitary sewer.

F. AGGREGATE FLOOR AREA RATIO

In those Development Sites where Floor Area Ratio is calculated in the aggregate, no dwelling unit in a detached home or townhome shall be more than double the Total Floor Area of any other such dwelling unit in the same Development Site, without prior Council approval.

## SECTION 5 TYPES OF DEVELOPMENT

The Comprehensive Plan currently provides for a maximum of 795 dwelling units and the commercial development of 13 acres within the Subject Property.

In general, there will be five types of Development within the Development Sites of the Subject Property. These are:

- A. Single Family Detached. These Development Sites will consist entirely of Residential Conservancy Lots and Residential Detached Open Space Home Lots. Zoning: RSL-PUD, RSM-PUD.
- B. Limited Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots. Zoning: RMM-PUD and RMH-PUD.
- C. Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings. Zoning: RMH-PUD.
- D. Limited Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses other than food, liquor, gas, or video sales. Zoning: RCM-PUD.
- E. Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses. Zoning: RCM-PUD.

Table 1 indicates the type of Development, numbers and types of dwelling units, and other Development Site performance standards.

Table 1

Development Sites

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site A:	RMM-PUD	40	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed.
Site B:	RSM-PUD	2	Single family detached. Density increase of 30% allowed.
Site C:	RSM-PUD	10	Single family detached. Density increase of 30% allowed.
Site D:	RMH-PUD	200	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed.
Site E-1:	RCM-PUD	110	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed. All permitted, conditional and accessory uses pursuant to Section 7.10 of the Zoning Code. Restaurant as a conditional use with on-sale liquor, and with an attached market for retail food and beverage sales and on- and off-sale liquor sales. Wellness center/care center as conditional uses in a two-story building with the wellness center (health club) on the lower floor of 16,750 square feet, and the care center for 2236 beds providing skilled nursing care on the upper floor of 16,750 square feet, and a maximum building front height of 42 feet. Parking for the care center shall be one space per bed. Building-to-building setbacks within Tracts B, C, E and F of Site E-1 minimum 0 feet where an adjoining commercial use with other buildings in Site E-1. Parking to lot line setback within Tracts B, C, D, and E of Site E-1 minimum 0 feet. Building-to-building setbacks between Sites E-1 and E-2 minimum 0 feet where adjoining commercial use with other buildings in Site E-1 or Site E-2. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance.
Site E-2:	RCM-PUD	150	Senior residential with assisted living and independent living units for individuals age 55 and older in one structure with a maximum height for any building segment of the structure of 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance.
Site F:	RMH-PUD	10	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed. The Floor Area Ratio shall not exceed .20.

	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site G:	RCM-PUD	68	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agent; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site H:	RCM-PUD	35	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agency; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site I:	RSM-PUD	54	Single family detached. No density increase. Floor Area Ratio to be calculated in the aggregate. The required setback from the ordinary high water level of North Mallard Pond shall be 75 feet, which is a 50-foot variance from the 125-foot setback presently required by the Shoreland Ordinance.
Site J:	RSM-PUD	7	Single family detached. Density increase of 30% allowed.
Site K:	RSL-PUD	64	Single family detached. Density increase of 30% allowed.
Site L:	RMH-PUD	45	Single family detached at an overall density which is no greater than the existing density in the Deer Hills subdivision. No density increase. The Floor Area Ratio shall not exceed .24.
Site M:	LI-PUD	0	Meet requirements of the Zoning Ordinance, Section 7.15.

**Shoreland Variances:** Variances which are granted to the Shoreland Ordinance are described in Sites E-1, E-2 and I in Table 1 above. No other Shoreland Ordinance variances and no VLAWMO variances are granted.

**Height of Buildings:** Except as otherwise specified in Table 1 above for multi-family dwellings in Sites D, E-1 and E-2, the maximum height of buildings shall be 35 feet except in the case of walkouts, where 45 feet is permitted, consistent with the City Zoning Ordinance measured from the lowest finished grade established by the City approved grading plan.

**Number of Dwellings Permitted:** The number of dwelling units planned for each Development Site is shown in Table 1. Where the number of approved dwelling units in an individual Development Site varies from the number of dwelling units that is specified in Table 1, the aggregate number of proposed dwelling units in remaining undeveloped Development Sites shall be adjusted by the same number to the extent that density allowances in the remaining undeveloped sites will accommodate such adjustment. Concurrent with each application for Development which includes such variation in number of dwelling units, the Developer shall provide the City with its best estimate as to the future allocation of remaining units to specific undeveloped Development Sites. Except for Development Sites I and L where no density increase is permitted and Development Sites D and E-1 where the density increase is limited to 50%, density increases of up to 30% within each Development Site are permitted between and among the various Development Sites. Permitted density increase percentages shall be applied before any permitted conversion or transfer of units.

*Number of Commercial Acres Permitted:* The number of commercial use acres permitted within the Development Sites is 13. These acres may be located in any or all of the Development Sites with a Zoning Designation of RCM-PUD.

*Conversion of Permitted Uses:* The limits of 645 dwelling units and plus 150 dwelling units of senior attached residential housing and 13 commercial use acres may be varied as follows:

- a. Should the Developer elect to forego Development of some or all of the 13 commercial acres, the number of permitted dwelling units within the Development Sites will be increased at the rate of 5 dwelling units for each full acre of commercial Development foregone.
- b. Should the Developer elect to forego Development of the full 645 dwelling units (not including the 150 dwelling units of senior attached residential housing), the number of permitted acres for commercial Development within the Mixed Use Development Sites will be increased at the rate of one acre of commercial use for each 5 dwelling units foregone, except that if the increased use is office, then 2.5 dwelling units shall be foregone for each additional acre of office use.

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**SEVENTH AMENDMENT  
TO  
PLANNED UNIT DEVELOPMENT AGREEMENT**

THIS SEVENTH AMENDMENT TO PLANNED UNIT DEVELOPMENT AGREEMENT FOR EAST OAKS PROJECT (this "**Amendment**") is made this 10<sup>th</sup> day of June, 2010, between the CITY OF NORTH OAKS, MINNESOTA, a municipal corporation (the "**City**"), acting by and through its Mayor and City Administrator, and NORTH OAKS COMPANY, LLC, a Minnesota limited liability company (the "**Developer**").

WHEREAS, at the April 12, 2007 meeting of the City Council, the council approved Site Plan 07-02 – Phase 2 – The Mews and Site Plan 07-03 – Phase 2 – North Addition as modifications to the site plans previously approved by the City on May 8, 2003 pursuant to the Master Development Plan and Planned Unit Development Agreement for East Oaks Project dated February 11, 1999 (the "**Agreement**") related to development sites owned by Presbyterian Homes of North Oaks, Inc., a Minnesota non-profit corporation ("**PHNO**") subject to the condition, *inter alia*, that the Agreement be amended (the "**PHNO Amendments**");

WHEREAS, at the June 12, 2007 meeting of the City Council the council moved to agree to an interpretation of setbacks applicable to accessory structures in a development area governed by the Agreement and requested that the Agreement be amended to reflect and clarify this interpretation (the "**Accessory Use Setback Amendment**"); and

WHEREAS, the Agreement in Section 6.3 requires decennial review of the Agreement by the City and Developer and 2009 marks the tenth anniversary of the Agreement, Developer and the City have reviewed the Agreement and agreed that in addition to the Accessory Use Setback Amendment and PHNO amendments, other amendments to the Agreement are necessary and advisable at this time;

NOW THEREFORE, the undersigned parties to the Agreement hereby agree to the following Major Amendment, to-wit:

1. That all undefined terms used in this Amendment shall have the meanings assigned to said terms in the Agreement.
2. That the following definitions be added to the end of Section 19.13 of the Agreement as subsections (aaa) and (bbb):

"City Ordinance(s). "City Ordinance(s)" shall mean the Codified Ordinances of the City of North Oaks adopted by the City Council of North Oaks as of January 8, 2007 and any and all amendments or revisions thereto or replacements thereof. "

"Pool Ordinance. "Pool Ordinance" shall mean the City Ordinance §150.058 and any and all amendments or revisions thereto or replacements thereof."

3. That the following definitions in Sections 19.13 (ss), (tt) and (zz) of the Agreement be amended and restated in their entirety as follows to reflect the current Codified Ordinances of the City of North Oaks adopted by the City Council of North Oaks as of January 8, 2007:

"(ss) Shoreland Ordinance. "Shoreland Ordinance" shall mean the City Ordinance § 153 *et. seq.* and any and all amendments or revisions thereto or replacements thereof."

"(tt) Subdivision Ordinance. "Subdivision Ordinance" shall mean the City Ordinance § 152 *et. seq.* and any and all amendments or revisions thereto or replacements thereof."

"(zz) Zoning Ordinance. "Zoning Ordinance" shall mean the City Ordinance § 151 *et. seq.* and any and all amendments or revisions thereto or replacements thereof."

4. That the definition of Planned Development Agreement in Section 19.13 (ii) of the Agreement be amended and restated in its entirety as follows:

"Planned Development Agreement. "Planned Development Agreement" means this Planned Unit Development Agreement between the City and Developer, consented to and joined by NOHOA, and all Exhibits and Appendix 1 attached to or referenced herein and any and all amendments to any of the foregoing."

5. That the definition of PUD Controls in Section 19.13 (nn) of the Agreement be amended to add the following new subsections: "(vii) Pool Ordinance" "(viii) Comprehensive Plan" and "(ix) Concept Plan". Upon insertion of said subsections, Section 19.13 (nn) shall state in its entirety as follows:

"PUD Controls. "PUD Controls" means and includes, jointly and severally, the following:

- (i) This Planned Development Agreement, including without limitation, the Development Guidelines
- (ii) PUD Ordinance
- (iii) East Oaks Project Master Development Plan
- (iv) Final Plan
- (v) Subdivision Ordinance
- (vi) Zoning Ordinance
- (vii) Pool Ordinance
- (viii) Comprehensive Plan
- (ix) Concept Plan"

6. That the following new subsections are added to Section 5.4 of the Agreement as follows: “(f) Zoning Ordinance” and “(h) Pool Ordinance” and that Section 5.4 be re-lettered accordingly to reflect the addition. Upon insertion of the new subsection and re-lettering of the subsections, Section 5.4 shall state in its entirety as follows:

“5.4 INCONSISTENCY AMONG PUD CONTROLS. To the extent an inconsistency or conflict exists among the PUD Controls after approval of Final Plan by the Council and in the absence of a consensual amendment addressing the inconsistency, the following documents in descending order shall govern:

- (a) Final Plan
- (b) Preliminary Plan
- (c) Planned Development Agreement
- (d) East Oaks Project Master Development Plan
- (e) PUD Ordinance
- (f) Zoning Ordinance
- (g) Subdivision Ordinance
- (h) Pool Ordinance
- (i) Comprehensive Plan
- (j) Concept Plan”

7. That Appendix 1 of the Agreement shall be amended and restated in its entirety, consistent with the blacklined version of Appendix 1 to the Agreement dated June 22, 2010, a true and correct copy of which is attached as Exhibit A to this Amendment.
8. That Appendix 1 of the Agreement is hereby replaced in its entirety with the clean copy of Appendix 1 attached hereto as Exhibit B, which clean copy incorporates and is consistent with the blacklined changes shown on the attached Exhibit A.
9. That Exhibit B-1 of the Agreement is hereby amended, restated and replaced in its entirety with the Exhibit C-1 attached hereto, to reflect the division of Site E into sites E-1, E-2 and E-3 as designated thereon.
10. That a new Exhibit B-1.1 of the Agreement be added in the form of the document attached as Exhibit C-2 hereto, to show further detail of site E-1 from that shown on Exhibit B-1.
11. That a new Exhibit B-1.2 of the Agreement be added in the form of the document attached as Exhibit C-3 hereto, to further show the detail of site E-2 from that shown on Exhibit B-1.
12. That a new Exhibit B-1.3 of the Agreement be added in the form of the document attached as Exhibit C-4 hereto, to further show the detail of site E-3 from that shown on Exhibit B-1

13. That a new Exhibit B-5.1 of the Agreement be added in the form of the document attached as Exhibit D hereto, to supplement Exhibit B-5 of the Agreement and to reflect the current status of and plan for Development. The City and Developer hereby agree that further supplements to Exhibit B-5 shall be appended to the Agreement from time to time as Development occurs.
14. That except as amended hereby, the Agreement shall continue in full force and effect without further change.
15. That if requested by either party, a duplicate original of this Amendment in recordable form shall be prepared and executed by the Mayor and attested by the City Clerk and approved as to form and City Council authorization by the City Attorney on behalf of the City of North Oaks and by the President of North Oaks Company, LLC, and such Amendment shall be registered with the Registrar of Titles of Ramsey County, Minnesota.

IN WITNESS WHEREOF, the parties hereto have signed this Agreement to be effective as of the 10 day of June, 2010.

**NORTH OAKS COMPANY, LLC**

By: Thomas A. Dougherty  
Thomas A. Dougherty  
Its President

**CITY OF NORTH OAKS**

By: John Schaeff  
John Schaeff  
Its Mayor

By: Elizabeth Cluff  
Its Councilmember

By: [Signature]  
Its Councilmember

ATTEST:

By: Melinda Coleman  
Melinda Coleman, City Administrator

By: [Signature]  
Its Councilmember

By: [Signature]  
Its Councilmember

APPROVED as to Form and City Council Authorization

By: David Magnuson  
David Magnuson, City Attorney

**EXHIBIT A**

**Blacklined Copy of Amended and Restated Appendix 1**

See Attached

**APPENDIX 1**

**to the**

**PLANNED DEVELOPMENT AGREEMENT**

**between**

**NORTH OAKS COMPANY, LLC**

**and the**

**CITY OF NORTH OAKS**

**Ramsey County, Minnesota**

**Findings And Development Guidelines**

**SECTION 1 PURPOSE AND INTENT**

The intent and purposes of the Planned Development Agreement for the Subject Property are to:

- A. Modify the existing Zoning Ordinance and other City standards in order to provide for greater creativity and flexibility in environmental design that is provided for under the strict application of the existing Zoning Ordinance and standards while at the same time preserving the health, safety, order, convenience, prosperity, and general welfare of the City and its inhabitants.
- B. Encourage the preservation and enhancement of desirable site characteristics and significant wildlife habitat, both terrestrial and aquatic.
- C. Encourage a more creative and efficient use of the land.
- D. Encourage a development pattern in harmony with the City's objectives for land use, overall residential density, environmental protection, habitat conservation, active and passive recreation, and diversity of residential and commercial opportunities to meet the changing needs associated with new demographic trends and a gradually aging population.

**SECTION 2 FINDINGS**

By authorizing this Planned Development Agreement, the City Council has found the following:

- A. That the proposed East Oaks PUD Project is consistent with the City's Comprehensive Plan.
- B. That the proposed East Oaks PUD Project has been designed as a complete and unified development within its own boundaries in terms of relationship of structures, patterns of circulation, visual character, and interrelationship of utilities and drainage infrastructure.
- C. That the proposed layout of land use within the East Oaks PUD Project will result in compatible land uses with present and planned uses in the surrounding area.
- D. That design and overall concept for the East Oaks PUD Project justify the following modifications to the existing City Zoning Ordinance and Subdivision Ordinance:
  - 1. Setbacks for residential development;
  - 2. Street pavement width;

3. Requirements for lot area, minimum lot frontage on street and building setback from roadways;
  4. Building height;
  5. Floor Area Ratio requirements;
  6. Use of entrance monument signs;
  7. Planting of shrubs, flowers, and ornamental trees around entrance monuments;
  8. Parking requirements;
  9. Suitable site size requirements.
- E. That each Development Site of the East Oaks PUD Project is sufficient unto itself on the basis of size, composition, arrangement and the provision of municipal utilities; and the construction and operation of each Development Site is feasible without dependence upon any subsequent Development Site.
- F. That the impacts of the proposed East Oaks PUD Project on parks, schools, streets and other public facilities have been reviewed in an Environmental Assessment Worksheet, that mitigative measures have been identified, and that no unmitigated negative results will be produced.
- G. That the approval of the East Oaks PUD Project complies with the requirements of the City's Zoning Ordinance.
- H. That the approval of the East Oaks PUD Project grants a conditional use permit and two (2) variances pursuant to the Shoreland Ordinance. Such variances are described in Table 1 in Section 5 hereof.

### SECTION 3 LAND USE REGULATIONS

For the Subject Property, the following land-use regulations shall apply.

#### Permitted, Conditional, and Accessory Uses

- A. Residential Uses: The following residential uses shall be allowed in the Development Sites within the Subject Property, as further detailed in Section 5 hereof:
1. RSL-PUD, Residential Conservancy Home Lots;
  2. RSM-PUD, Residential Detached Open Space Home Lots;
  3. RMM-PUD, RMH-PUD, and RCM-PUD, Residential Detached and Attached Open Space Home Lots, including various types of multi-family dwellings;
  4. RCM-PUD, Senior Residential Attached Dwellings.
- B. Commercial Uses: As per City Zoning Ordinance, Section ~~7.40~~151.054 for residential commercial mixed district (RCM), whether or not within a shopping center, as further limited in Table 1 of Section 5 hereof.
- C. Active and Passive Private Open Space: No land within the designated parks shall be used for a use other than those listed below:
1. Permitted Uses:
    - a. Parks for active and passive recreation, playgrounds, tennis courts, trails, and other similar non-motorized uses;
    - b. Off-street parking (accessory use only);

- c. Docks, viewing/boating piers, and other similar water-oriented facilities for non-motorized activities;
- d. Green Space;
- e. Essential Improvements.

D. Protected Land: The Protected Land shall be used only as permitted in the Open Space Easements and Trail Easements executed or to be executed pursuant to the Planned Development Agreement, and to the extent not inconsistent therewith, the Conservation Easements.

**SECTION 4 PERFORMANCE STANDARDS**

~~A. RESIDENTIAL~~  
**A. DISTRICT STANDARDS**

All residential development in the Subject Property shall meet the following performance standards set forth in this Section 4.A, as applicable according to the zoning designation for the area being developed.

*Architectural Review*: All homes proposed for construction within the Development Sites shall be subject to review by the North Oaks Home Owners' Association Architectural Supervisory Committee (ASC) to the extent required by the ASC.

1. RSL-PUD: RESIDENTIAL CONSERVANCY LOTS

The dimensional standards pertaining to lot size, width, frontage, setbacks, impervious coverage, etc., for the Residential Conservancy Lots within the East Oaks PUD Project shall be the same as those that apply to the "RSL District" pertaining to the currently developed areas of the City, as specified in Section ~~7.6151.050~~ of the City Zoning Ordinance.

Generally: Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

2. RSM-PUD: RESIDENTIAL DETACHED OPEN SPACE LOTS

a. Minimum Setbacks: Minimum building setbacks shall be measured as follows:

	<u>Principal and Attached Accessory Structures</u>	<u>Detached Accessory Structures</u>
From Roadway Easements	10 ft. (house or side loaded garage) 20 ft. (front loaded garage)	20 feet
From Adjacent Structures	12 ft. garage to garage 20 ft. garage to house 24 ft. house to house	6 feet

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
<u>From Roadway Easements</u>	<u>N/A</u>	<u>0 feet</u>	<u>20 feet</u>
<u>From Adjacent Structures</u>	<u>10 feet</u>	<u>10 feet</u>	<u>15 feet</u>
<u>From Corner Roadway Easements</u>	<u>20 feet</u>	<u>20 feet</u>	<u>15 feet</u>

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
<u>From Roadway Easements</u>	<u>N/A</u>	<u>0 feet</u>	<u>20 feet</u>
<u>From Adjacent Structures</u>	<u>10 feet</u>	<u>10 feet</u>	<u>15 feet</u>



with the City Zoning Ordinance, at the back and on the sides measured from the lowest finished grade established by the City approved grading plan, and otherwise measured consistent with the Zoning Ordinance, except that multi-story multi-family dwellings are allowed as further provided in Section 5 hereof.

c. Minimum Parking Requirements:

Two spaces per dwelling unit of which at least one space shall be enclosed. Driveways to enclosed parking spaces shall count as off-street parking, provided that each space is a minimum of 9' x 18'.

In addition, one space per dwelling, provided in shared, off-lot locations unless each dwelling unit has three spaces.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 18 feet;

Minimum roadway width: 18 feet (20 feet if curbed);

Minimum roadway width (serving four dwellings or less): 16 feet;

e. Fences and Landscaping:

The provisions of Sections ~~6-44~~151.033 and ~~6-45~~151.034 of the ~~Zoning Ordinance~~City Ordinances shall govern fences, screening, planting strips, and landscaping.

Generally: Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

4. RCM-PUD: SENIOR RESIDENTIAL ATTACHED

SITES E-1 and E-2

a. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use ~~in the RCM-PUD zoning district along the northern boundary of Site E-2.~~

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

b. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

c. Minimum Parking Requirements:

1.1 spaces per dwelling unit. At least 60% of parking spaces shall be enclosed and below grade.

d. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

e. Site and Building Plan Review:

See City Ordinance Section 151.054(L).

f. All permitted, conditional, and accessory uses pursuant to Section 151.054 of the City Ordinance.

SITE E-3

g. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

h. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

i. d. Area Minimum Parking Requirements:

See City Ordinance Section 151.054(G).

- 1. Site Area: \_\_\_\_\_ 8 Restriction: 15.27 acres
- 2. Building Lot Coverage: \_\_\_\_\_ .28
- 3. Hard Surface Coverage: \_\_\_\_\_ .40 (buildings and roads)
- 4. Green Space: \_\_\_\_\_ .60
- 5. Floor Area Ratio: \_\_\_\_\_ .72

k. e. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

l. f. Land Owners' Association:

The owner of the structure (as opposed to the individuals residing in the structure) shall be a member of the North Oaks Home Owners' Association in a special category which will allow use of the North Oaks Home Owners' Association trails and other amenities by the individuals residing in the structure, but shall not allow for use by employees or guests of the residents of the structure unless accompanied by the individual resident. The owner of the structure shall agree with the North Oaks Home Owners' Association from time to time on specific rules and dues.

m. g. Site and Building Plan Review:

See Zoning City Ordinance Section 7.10.12.151.054(L).

h. h. All permitted, conditional, and accessory uses pursuant to Section 7.10.151.054 of the Zoning City Ordinance.

Generally: Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

B. RETAIL, SERVICES, AND OFFICES

All retail, service, and office uses shall meet the standards and requirements applicable to commercial/service uses contained in the Zoning City Ordinance, Section 7.10.151.054, except as modified above for RCM-PUD Senior Residential Attached, and except that the building to building setback along the southerly boundary of the commercial/retail/service/office area of Site E-1 shall be 0 feet where it adjoins the northern boundary of Site E-2.

C. SHORELAND

The shoreland areas and parkland areas within the Development Sites of the Subject Property shall meet the following performance standards.

A protected zone shall exist as measured 150 feet from the ordinary high water level of Wilkinson Lake and Black Lake and 75 feet from the ordinary high water level of Charley and Deep Lakes, and North and South Mallard Ponds. This zone shall be protected in a natural, unmowed state for the preservation of wildlife and water quality. The erection of all structures, fences, and impervious surfaces, the alteration or removal of vegetation, and other similar disturbances to the natural environment shall be prohibited in this zone.

Notwithstanding these provisions, trails, signage related to parklands and trails, benches, docks, viewing and boating piers, and other devices reasonably necessary for the protection or enjoyment of this area shall be allowed within the protected zone, and it will be permissible to remove buckthorn and other non-native invasive species within this zone and to trim lower limbs of trees in order to enhance views.

D. ENTRANCE MONUMENT SIGNS

Monuments to identify Development Sites shall be permitted if they conform to the following standards:

1. Not exceed 8 feet in height as measured from the finished grade;
2. Not extend into adjacent road easement;
3. Not obstruct the view of oncoming traffic;
4. Include landscaping around the base consisting of shrubs, flowers, and ornamental trees, notwithstanding the provisions of Section 6.14.2151.034 of the Zoning City Ordinance;
5. No exposed neon lighting on sign;
6. Designed to be compatible with adjacent building architecture;
7. The sign face shall not exceed 80 square feet for each side of the sign.

Notwithstanding the foregoing standards, deviations from the standards regarding the final location of a monument may be approved by the City.

E. SUITABLE SITE

The Suitable Site requirements of the Subdivision Ordinance shall not apply to Development Sites which are served by central sanitary sewer.

F. AGGREGATE FLOOR AREA RATIO

In those Development Sites where Floor Area Ratio is calculated in the aggregate, no dwelling unit in a detached home or townhome shall be more than double the Total Floor Area of any other such dwelling unit in the same Development Site, without prior Council approval.

**G. DESIGNATION OF SETBACKS IN FINAL PLANS**

Final Plans may include the designation of a single setback line within which all permitted and approved principal, attached accessory and detached accessory structures (including, without limitation, swimming pools) may be constructed without requiring any additional setback or distance from said line. If not otherwise specified, setback lines designated by Final Plans shall be deemed to apply to all permitted and approved principal, attached accessory and detached accessory structures (including, without limitation, swimming pools).

## SECTION 5 TYPES OF DEVELOPMENT

The Comprehensive Plan currently provides for a maximum of ~~795645~~ dwelling units and the commercial development of ~~4321~~ acres within the Subject Property.

In general, there will be five types of Development within the Development Sites of the Subject Property. These are:

- A. Single Family Detached. These Development Sites will consist entirely of Residential Conservancy Lots and Residential Detached Open Space Home Lots. Zoning: RSL-PUD, RSM-PUD.
- B. Limited Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots. Zoning: RMM-PUD and RMH-PUD.
- C. Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings. Zoning: RMH-PUD.
- D. Limited Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses other than food, liquor, gas, or video sales. Zoning: RCM-PUD.
- E. Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses. Zoning: RCM-PUD.

Table 1 indicates the type of Development, numbers and types of dwelling units, and other Development Site performance standards.

**Table 1  
Development Sites**

<u>RESIDENTIAL SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site A:	RMM-PUD	40	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed.
Site B:	RSM-PUD	2	Single family detached. Density increase of 30% allowed.
Site C:	RSM-PUD	10	Single family detached. Density increase of 30% allowed.
Site D:	RMH-PUD	200	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed.
Site E-1:	RCM-PUD	<del>11045*</del>	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed*. All permitted, conditional and accessory uses pursuant to Section 7.10 of the Zoning Code. <del>Restaurant as a conditional use with on-sale liquor, and with an attached market for retail food and beverage sales and on and off-sale liquor sales. Wellness center/care center as conditional uses in a two-story building with the wellness center (health club) on the lower floor of 16,750 square feet, and the care center for 36 beds providing skilled nursing care on the upper floor of 16,750 square feet, and a maximum building front height of 42 feet. Parking for the care center shall be one space per bed. Building-to-building setbacks within Tracts B, C, E and F of Site E-1 minimum 0 feet where an adjoining commercial use with other buildings in Site E-1. Parking to lot line setback within Tracts B, C, D, and E of Site E-1 minimum 0 feet</del> <u>151.054 of the City Ordinance.</u> Building-to-building setbacks between Sites <del>E-1, E-2 and E-23</del> <u>E-1, E-2 and E-23</u> minimum 0 feet where adjoining commercial use with other buildings in Site <del>E-1, E-2 or Site E-2,3.</del> <u>E-1, E-2 or Site E-2,3.</u> The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance.
Site E-2:	RCM-PUD	150	<del>Senior residential with assisted living and independent living units for individuals age 55 and older in one structure with a maximum height for any building segment of the structure of 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance.</del>
Site F:	RMH-PUD	10	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed. The

<u>RESIDENTIAL SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
			Floor Area Ratio shall not exceed .20.
Site G:	RCM-PUD	68	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agent; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site H:	RCM-PUD	35	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agency; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site I:	RSM-PUD	54	Single family detached. No density increase. Floor Area Ratio to be calculated in the aggregate. The required setback from the ordinary high water level of North Mallard Pond shall be 75 feet, which is a 50-foot variance from the 125-foot setback presently required by the Shoreland Ordinance.
Site J:	RSM-PUD	7	Single family detached. Density increase of 30% allowed.
Site K:	RSL-PUD	64	Single family detached. Density increase of 30% allowed.
Site L:	RMH-PUD	45	Single family detached at an overall density which is no greater than the existing density in the Deer Hills subdivision. No density increase. The Floor Area Ratio shall not exceed .24. <u>Floor Area Ratio to be calculated in the aggregate, except no single dwelling shall exceed 6,000 square feet in size.</u>
Site M:	LI-PUD	0	Meet requirements of the <del>Zoning</del> <u>City</u> Ordinance, Section 7.15- <u>151.059</u> .

<u>SENIOR HOUSING SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
<u>Site E-2:</u>	<u>RCM-PUD</u>	<u>65*</u>	<u>Multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed*. All permitted, conditional and accessory uses pursuant to Section 151.054 of the City Code. Building-to-building setbacks between Sites E-1, E-2 and E-3 minimum 0 feet where adjoining commercial use with other buildings in Site E-1, E-2 or Site E-3. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance</u>

COMMERCIAL

PLANNED

<u>SITES</u>	<u>ZONING</u>	<u>ACREAGE</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
<u>Site E-3:</u>	<u>RCM-PUD</u>	<u>N/A: buildings to consist of varying unit count. Senior Residential unit count must be contained within stated allowable square footage</u>	<u>Office building with a Restaurant as a conditional use with on-sale liquor, and with an attached market for retail food and beverage sales and on- and off-sale liquor sales. Senior residential comprising approximately 450,000 square feet in connected buildings, consisting of independent living, assisted living (including without limitation, memory care) and skilled nursing. The independent and assisted living units are intended for occupancy by persons 55 and older, with limited occupancy by younger persons to the extent permitted under the Fair Housing Act. Maximum height for any building segment of the structure is 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. Parking for the skilled nursing and assisted memory care shall be one space per bed. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance. Building-to-building setbacks within Tracts B, C, D, E and F of Site E-3 minimum 0 feet where an adjoining commercial use with other buildings in Site E-1 or E-2. Parking to lot line setback within Tracts B, C, D, E, and F of Site E-3 minimum 0 feet. Sites E-1, E-2 and E-3 minimum 0 feet where adjoining commercial use with other buildings in Site E-1, E-2 or E-3.</u>

\*Total dwelling units and allowed density increase for sites E-1 and E-2 combined is 110 dwelling units with a 50% density increase. Units can be allocated between sites E-1 and E-2 in any manner so long as the total does not exceed the total allowed.

*Shoreland Variances:* Variances which are granted to the Shoreland Ordinance are described in Sites E-1, E-2 and I in Table 1 above. No other Shoreland Ordinance variances and no VLAWMO variances are granted.

*Height of Buildings:* Except as otherwise specified in Table 1 above for multi-family dwellings in Sites D, E-1 and E-2, the maximum height of buildings shall be 35 feet except in the case of walkouts, where 45 feet is permitted, consistent with the City Zoning Ordinance at the back and on the sides measured from the lowest finished grade established by the City approved grading plan, and otherwise measured consistent with the Zoning Ordinance.

*Number of Dwellings Permitted:* The number of dwelling units planned for each Development Site is shown in Table 1. Where the number of approved dwelling units in an individual Development Site varies from the number of dwelling units that is specified in Table 1, the aggregate number of proposed dwelling units in remaining undeveloped Development Sites shall be adjusted by the same number to the extent that density allowances in the remaining undeveloped sites will accommodate such adjustment. Concurrent with each application for Development which includes such variation in number of dwelling units, the Developer shall provide the City with its best estimate as to the future allocation of remaining units to specific undeveloped Development Sites. Except for Development Sites I and L where no density increase is permitted and Development Sites D and E-1 where the density increase is limited to 50%, density increases of up to 30% within each Development Site are permitted between and among the various Development Sites. Permitted density increase percentages shall be applied before any permitted conversion or transfer of units.

*Number of Commercial Acres Permitted:* The number of commercial use acres permitted within the Development Sites is 13.21. These acres may be located in any or all of the Development Sites with a Zoning Designation of RCM-PUD.

*Conversion of Permitted Uses:* The limits of 645 dwelling units and ~~plus 150 dwelling units of senior attached residential housing and 1321~~ commercial use acres may be varied as follows:

- a. Should the Developer elect to forego Development of some or all of the ~~1321~~ commercial acres, the number of permitted dwelling units within the Development Sites will be increased at the rate of 5 dwelling units for each full acre of commercial Development foregone.
- b. Should the Developer elect to forego Development of the full 645 dwelling units ~~(not including the 150 dwelling units of senior attached residential housing)~~, the number of permitted acres for commercial Development within the Mixed Use Development Sites will be increased at the rate of one acre of commercial use for each 5 dwelling units foregone, except that if the increased use is office, then 2.5 dwelling units shall be foregone for each additional acre of office use.

334833/359908

**EXHIBIT B**

**Clean Copy of Amended and Restated Appendix 1**

To Be Attached to final document

**APPENDIX 1**

**to the**

**PLANNED DEVELOPMENT AGREEMENT**

**between**

**NORTH OAKS COMPANY, LLC**

**and the**

**CITY OF NORTH OAKS**

**Ramsey County, Minnesota**

**Findings And Development Guidelines**

**SECTION 1 PURPOSE AND INTENT**

The intent and purposes of the Planned Development Agreement for the Subject Property are to:

- A. Modify the existing Zoning Ordinance and other City standards in order to provide for greater creativity and flexibility in environmental design that is provided for under the strict application of the existing Zoning Ordinance and standards while at the same time preserving the health, safety, order, convenience, prosperity, and general welfare of the City and its inhabitants.
- B. Encourage the preservation and enhancement of desirable site characteristics and significant wildlife habitat, both terrestrial and aquatic.
- C. Encourage a more creative and efficient use of the land.
- D. Encourage a development pattern in harmony with the City's objectives for land use, overall residential density, environmental protection, habitat conservation, active and passive recreation, and diversity of residential and commercial opportunities to meet the changing needs associated with new demographic trends and a gradually aging population.

**SECTION 2 FINDINGS**

By authorizing this Planned Development Agreement, the City Council has found the following:

- A. That the proposed East Oaks PUD Project is consistent with the City's Comprehensive Plan.
- B. That the proposed East Oaks PUD Project has been designed as a complete and unified development within its own boundaries in terms of relationship of structures, patterns of circulation, visual character, and interrelationship of utilities and drainage infrastructure.
- C. That the proposed layout of land use within the East Oaks PUD Project will result in compatible land uses with present and planned uses in the surrounding area.
- D. That design and overall concept for the East Oaks PUD Project justify the following modifications to the existing City Zoning Ordinance and Subdivision Ordinance:
  - 1. Setbacks for residential development;
  - 2. Street pavement width;

3. Requirements for lot area, minimum lot frontage on street and building setback from roadways;
  4. Building height;
  5. Floor Area Ratio requirements;
  6. Use of entrance monument signs;
  7. Planting of shrubs, flowers, and ornamental trees around entrance monuments;
  8. Parking requirements;
  9. Suitable site size requirements.
- E. That each Development Site of the East Oaks PUD Project is sufficient unto itself on the basis of size, composition, arrangement and the provision of municipal utilities; and the construction and operation of each Development Site is feasible without dependence upon any subsequent Development Site.
- F. That the impacts of the proposed East Oaks PUD Project on parks, schools, streets and other public facilities have been reviewed in an Environmental Assessment Worksheet, that mitigative measures have been identified, and that no unmitigated negative results will be produced.
- G. That the approval of the East Oaks PUD Project complies with the requirements of the City's Zoning Ordinance.
- H. That the approval of the East Oaks PUD Project grants a conditional use permit and two (2) variances pursuant to the Shoreland Ordinance. Such variances are described in Table 1 in Section 5 hereof.

### SECTION 3 LAND USE REGULATIONS

For the Subject Property, the following land-use regulations shall apply.

#### Permitted, Conditional, and Accessory Uses

- A. Residential Uses: The following residential uses shall be allowed in the Development Sites within the Subject Property, as further detailed in Section 5 hereof:
1. RSL-PUD, Residential Conservancy Home Lots;
  2. RSM-PUD, Residential Detached Open Space Home Lots;
  3. RMM-PUD, RMH-PUD, and RCM-PUD, Residential Detached and Attached Open Space Home Lots, including various types of multi-family dwellings;
  4. RCM-PUD, Senior Residential Attached Dwellings.
- B. Commercial Uses: As per City Ordinance, Section 151.054 for residential commercial mixed district (RCM), whether or not within a shopping center, as further limited in Table 1 of Section 5 hereof.
- C. Active and Passive Private Open Space: No land within the designated parks shall be used for a use other than those listed below:
1. Permitted Uses:
    - a. Parks for active and passive recreation, playgrounds, tennis courts, trails, and other similar non-motorized uses;
    - b. Off-street parking (accessory use only);

- c. Docks, viewing/boating piers, and other similar water-oriented facilities for non-motorized activities;
- d. Green Space;
- e. Essential Improvements.

D. **Protected Land:** The Protected Land shall be used only as permitted in the Open Space Easements and Trail Easements executed or to be executed pursuant to the Planned Development Agreement, and to the extent not inconsistent therewith, the Conservation Easements.

**SECTION 4 PERFORMANCE STANDARDS**

**A. DISTRICT STANDARDS**

All development in the Subject Property shall meet the performance standards set forth in this Section 4.A, as applicable according to the zoning designation for the area being developed.

*Architectural Review:* All homes proposed for construction within the Development Sites shall be subject to review by the North Oaks Home Owners' Association Architectural Supervisory Committee (ASC) to the extent required by the ASC.

**1. RSL-PUD: RESIDENTIAL CONSERVANCY LOTS**

The dimensional standards pertaining to lot size, width, frontage, setbacks, impervious coverage, etc., for the Residential Conservancy Lots within the East Oaks PUD Project shall be the same as those that apply to the "RSL District" pertaining to the currently developed areas of the City, as specified in Section 151.050 of the City Ordinance.

*Generally:* Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

**2. RSM-PUD: RESIDENTIAL DETACHED OPEN SPACE LOTS**

a. **Minimum Setbacks:** Minimum building setbacks shall be measured as follows:

	<u>Principal and Attached Accessory Structures</u>	<u>Detached Accessory Structures</u>
From Roadway Easements	10 ft. (house or side loaded garage) 20 ft. (front loaded garage)	20 feet
From Adjacent Structures	12 ft. garage to garage 20 ft. garage to house 24 ft. house to house	6 feet

	<u>Driveways</u>	<u>Parking/Exterior Pads</u>	<u>Swimming Pool</u>
From Roadway Easements	N/A	0 feet	20 feet
From Adjacent Structures	10 feet	10 feet	15 feet
From Corner Roadway Easements	20 feet	20 feet	15 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. **Maximum Building Height:**

Principal and attached accessory buildings: 35 feet; and in lots suited for walkout homes 45 feet at the back and on the sides measured from the lowest finished grade established by the City approved grading plan, and otherwise measured consistent with the Zoning Ordinance.

c. Minimum Parking Requirements:

One enclosed space plus two off-street spaces, a minimum of 9' x 18' each, for each dwelling unit not including the driveway approach area to the primary enclosed parking space.

The required off-street spaces must not encroach the roadway or pedestrian easements.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 16 feet;

Minimum roadway width: 18 feet (20 feet if curbed).

e. Fences and Landscaping:

The provisions of Sections 151.033 and 151.034 of the City Ordinances shall govern fences, screening, planting strips, and landscaping.

*Generally:* Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

3. RMM-PUD, RMH-PUD, and RCM-PUD: RESIDENTIAL DETACHED AND ATTACHED OPEN SPACE HOME LOTS

a. Minimum Setbacks:

Building to building:	Front to front:	40 feet for principal buildings
	Side to side:	15 feet for principal buildings
	Rear to rear:	50 feet for principal buildings

(Where different building sides face each other, the more restrictive setback shall apply.)

Principal building to roadway easement:	Front:	15 feet
	Side:	20 feet
	Rear:	20 feet

*Wetland Setback:* All principal and accessory structures shall be set back 30 feet from all wetlands as defined in the Zoning Ordinance.

b. Maximum Building Height:

Principal and attached accessory buildings: 35 feet; and, for lots suited for walkout homes 45 feet at the back and on the sides measured from the lowest finished grade established by the City approved grading plan, and otherwise measured consistent with the Zoning Ordinance, except that multi-story multi-family dwellings are allowed as further provided in Section 5 hereof.

c. Minimum Parking Requirements:

Two spaces per dwelling unit of which at least one space shall be enclosed. Driveways to enclosed parking spaces shall count as off-street parking, provided that each space is a minimum of 9' x 18'.

In addition, one space per dwelling, provided in shared, off-lot locations unless each dwelling unit has three spaces.

d. Roadway/Access Requirements:

Maximum one curb-cut per dwelling;

Minimum spacing of driveways: no closer than 10 feet apart, unless they are shared;

Maximum driveway width at front property line: 18 feet;

Minimum roadway width: 18 feet (20 feet if curbed);

Minimum roadway width (serving four dwellings or less): 16 feet;

e. Fences and Landscaping:

The provisions of Sections 151.033 and 151.034 of the City Ordinances shall govern fences, screening, planting strips, and landscaping.

*Generally:* Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

4. RCM-PUD:

SITES E-1 and E-2

a. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

b. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

c. Minimum Parking Requirements:

1.1 spaces per dwelling unit. At least 60% of parking spaces shall be enclosed and below grade.

d. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

e. Site and Building Plan Review:

See City Ordinance Section 151.054(L).

f. All permitted, conditional, and accessory uses pursuant to Section 151.054 of the City Ordinance.

g. Minimum Setbacks:

Building to building: Minimum 20 feet where adjoining a residential use in the RCM-PUD zoning district. Minimum 0 feet where adjoining a commercial use.

Building to roadway easement: 0 feet.

Lot lines to driveways: 0 feet.

Wetlands: 30 feet.

Shorelands: 150 feet.

h. Maximum Building Height:

Principal and attached accessory buildings: 47 feet. A structure that encompasses multiple buildings as defined by the Uniform Building Code shall not exceed 47 feet in height for any building segment of the structure. (Exception: An area of not more than 400 square feet of surface area may add ten feet in height to the structure solely for access to a below-grade garage.)

i. Minimum Parking Requirements:

See City Ordinance Section 151.054(G).

j. Site Area Restriction: 15.27 acres

k. Sewer System:

All lots within this site shall be served by a central sanitary sewer system which discharges into regional facilities.

l. Land Owners' Association:

The owner of the structure (as opposed to the individuals residing in the structure) shall be a member of the North Oaks Home Owners' Association in a special category which will allow use of the North Oaks Home Owners' Association trails and other amenities by the individuals residing in the structure, but shall not allow for use by employees or guests of the residents of the structure unless accompanied by the individual resident. The owner of the structure shall agree with the North Oaks Home Owners' Association from time to time on specific rules and dues.

m. Site and Building Plan Review:

See City Ordinance Section 151.054(L).

n. All permitted, conditional, and accessory uses pursuant to Section 151.054 of the City Ordinance.

*Generally:* Developments within this district shall also comply with the performance standards set forth in Section 4 B-G as and when applicable.

B. RETAIL, SERVICES, AND OFFICES

All retail, service, and office uses shall meet the standards and requirements applicable to commercial/service uses contained in City Ordinance, Section 151.054, except as modified above for RCM-PUD Site E-2.

C. SHORELAND

The shoreland areas and parkland areas within the Development Sites of the Subject Property shall meet the following performance standards.

A protected zone shall exist as measured 150 feet from the ordinary high water level of Wilkinson Lake and Black Lake and 75 feet from the ordinary high water level of Charley and Deep Lakes, and North and South Mallard Ponds. This zone shall be protected in a natural, unmowed state for the preservation of wildlife and water quality. The erection of all structures, fences, and impervious surfaces, the alteration or removal of vegetation, and other similar disturbances to the natural environment shall be prohibited in this zone.

Notwithstanding these provisions, trails, signage related to parklands and trails, benches, docks, viewing and boating piers, and other devices reasonably necessary for the protection or enjoyment of this area shall be allowed within the protected zone, and it will be permissible to remove buckthorn and other non-native invasive species within this zone and to trim lower limbs of trees in order to enhance views.

**D. ENTRANCE MONUMENT SIGNS**

Monuments to identify Development Sites shall be permitted if they conform to the following standards:

1. Not exceed 8 feet in height as measured from the finished grade;
2. Not extend into adjacent road easement;
3. Not obstruct the view of oncoming traffic;
4. Include landscaping around the base consisting of shrubs, flowers, and ornamental trees, notwithstanding the provisions of Section-151.034 of the City Ordinance;
5. No exposed neon lighting on sign;
6. Designed to be compatible with adjacent building architecture;
7. The sign face shall not exceed 80 square feet for each side of the sign.

Notwithstanding the foregoing standards, deviations from the standards regarding the final location of a monument may be approved by the City.

**E. SUITABLE SITE**

The Suitable Site requirements of the Subdivision Ordinance shall not apply to Development Sites which are served by central sanitary sewer.

**F. AGGREGATE FLOOR AREA RATIO**

In those Development Sites where Floor Area Ratio is calculated in the aggregate, no dwelling unit in a detached home or townhome shall be more than double the Total Floor Area of any other such dwelling unit in the same Development Site, without prior Council approval.

**G. DESIGNATION OF SETBACKS IN FINAL PLANS**

Final Plans may include the designation of a single setback line within which all permitted and approved principal, attached accessory and detached accessory structures (including, without limitation, swimming pools) may be constructed without requiring any additional setback or distance from said line. If not otherwise specified, setback lines designated by Final Plans shall be deemed to apply to all permitted and approved principal, attached accessory and detached accessory structures (including, without limitation, swimming pools).

## SECTION 5 TYPES OF DEVELOPMENT

The Comprehensive Plan currently provides for a maximum of 645 dwelling units and the commercial development of 21 acres within the Subject Property.

In general, there will be five types of Development within the Development Sites of the Subject Property. These are:

- A. Single Family Detached. These Development Sites will consist entirely of Residential Conservancy Lots and Residential Detached Open Space Home Lots. Zoning: RSL-PUD, RSM-PUD.
- B. Limited Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots. Zoning: RMM-PUD and RMH-PUD.
- C. Mixed Residential. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings. Zoning: RMH-PUD.
- D. Limited Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses other than food, liquor, gas, or video sales. Zoning: RCM-PUD.
- E. Mixed Use. These Development Sites will include Residential Detached Open Space Lots and/or Residential Attached Open Space Home Lots including various types of multi-family dwellings and/or Commercial/Service uses. Zoning: RCM-PUD.

Table 1 indicates the type of Development, numbers and types of dwelling units, and other Development Site performance standards.

**Table 1  
Development Sites**

<u>RESIDENTIAL SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site A:	RMM-PUD	40	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed.
Site B:	RSM-PUD	2	Single family detached. Density increase of 30% allowed.
Site C:	RSM-PUD	10	Single family detached. Density increase of 30% allowed.
Site D:	RMH-PUD	200	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed.
Site E-1:	RCM-PUD	110*	Single family detached, townhomes (as defined in the Zoning Ordinance), and other multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed*. All permitted, conditional and accessory uses pursuant to Section 151.054 of the City Ordinance. Building-to-building setbacks between Sites E-1, E-2 and E-3 minimum 0 feet where adjoining commercial use with other buildings in Site E-1, E-2 or E-3. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance.
Site F:	RMH-PUD	10	Single family detached and townhomes (as defined in the Zoning Ordinance). Density increase of 30% allowed. The Floor Area Ratio shall not exceed .20.
Site G:	RCM-PUD	68	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agent; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site H:	RCM-PUD	35	Single family detached, townhomes (as defined in the Zoning Ordinance) and other multi-family dwellings. The following commercial uses, and no others, shall be permitted: general office, including professional, real estate, financial, medical outpatient and dental outpatient offices; insurance agency; travel agency; medical or dental clinics; and, by conditional use permit, daycare. Density increase of 30% allowed.
Site I:	RSM-PUD	54	Single family detached. No density increase. Floor Area Ratio to be calculated in the aggregate. The required setback from the ordinary high water level of North Mallard Pond shall be 75 feet, which is a 50-foot variance from the 125-foot setback presently required by the Shoreland

<u>RESIDENTIAL SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
			Ordinance.
Site J:	RSM-PUD	7	Single family detached. Density increase of 30% allowed.
Site K:	RSL-PUD	64	Single family detached. Density increase of 30% allowed.
Site L:	RMH-PUD	45	Single family detached at an overall density which is no greater than the existing density in the Deer Hills subdivision. No density increase. The Floor Area Ratio shall not exceed .24. Floor Area Ratio to be calculated in the aggregate, except no single dwelling shall exceed 6,000 square feet in size.
Site M:	LI-PUD	0	Meet requirements of City Ordinance, Section 151.059.

<u>SENIOR HOUSING SITES</u>	<u>ZONING</u>	<u>PLANNED # OF DWELLING UNITS</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site E-2:	RCM-PUD	110*	Multi-family dwellings with maximum height of 47 feet. Density increase of 50% allowed*. All permitted, conditional and accessory uses pursuant to Section 151.054 of the City Code. Building-to-building setbacks between Sites E-1, E-2 and E-3 minimum 0 feet where adjoining commercial use with other buildings in Site E-1, E-2 or Site E-3. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200-foot setback presently required by the Shoreland Ordinance

<u>COMMERCIAL SITES</u>	<u>ZONING</u>	<u>PLANNED ACREAGE</u>	<u>USES, TYPES, DENSITY, AND HEIGHT LIMITS</u>
Site E-3:	RCM-PUD	N/A; buildings to consist of varying unit count. Senior Residential unit count must be contained within stated allowable square footage	Office building with a Restaurant as a conditional use with on-sale liquor, and with an attached market for retail food and beverage sales and on- and off-sale liquor sales. Senior residential comprising approximately 450,000 square feet in connected buildings, consisting of independent living, assisted living (including without limitation, memory care) and skilled nursing. The independent and assisted living units are intended for occupancy by persons 55 and older, with limited occupancy by younger persons to the extent permitted under the Fair Housing Act. Maximum height for any building segment of the structure is 47 feet as a conditional use. Not more than 400 square feet of area may add ten feet in height solely for access to a below-grade garage. No density increase. Small retail businesses within the structure to provide services to residents and others. Community gathering areas within the structure. Parking for the skilled nursing and assisted memory care shall be one space per bed. The required setback from the ordinary high water level of Wilkinson Lake shall be 150 feet, which is a 50-foot variance from the 200 feet in the Shoreland Ordinance. Building-to-building setbacks within Tracts B, C, D, E and F of Site E-3 minimum 0 feet where an adjoining commercial use with other buildings in Site E-1 or E-2.

Parking to lot line setback within Tracts B, C, D, E, and F of Site E-3 minimum 0 feet. Sites E-1, E-2 and E-3 minimum 0 feet where adjoining commercial use with other buildings in Site E-1, E-2 or E-3.

\*Total dwelling units and allowed density increase for sites E-1 and E-2 combined is 110 dwelling units with a 50% density increase. Units can be allocated between sites E-1 and E-2 in any manner so long as the total does not exceed the total allowed.

*Shoreland Variances:* Variances which are granted to the Shoreland Ordinance are described in Sites E-1, E-2 and I in Table 1 above. No other Shoreland Ordinance variances and no VLAWMO variances are granted.

*Height of Buildings:* Except as otherwise specified in Table 1 above for multi-family dwellings in Sites D, E-1 and E-2, the maximum height of buildings shall be 35 feet except in the case of walkouts, where 45 feet is permitted at the back and on the sides measured from the lowest finished grade established by the City approved grading plan, and otherwise measured consistent with the Zoning Ordinance.

*Number of Dwellings Permitted:* The number of dwelling units planned for each Development Site is shown in Table 1. Where the number of approved dwelling units in an individual Development Site varies from the number of dwelling units that is specified in Table 1, the aggregate number of proposed dwelling units in remaining undeveloped Development Sites shall be adjusted by the same number to the extent that density allowances in the remaining undeveloped sites will accommodate such adjustment. Concurrent with each application for Development which includes such variation in number of dwelling units, the Developer shall provide the City with its best estimate as to the future allocation of remaining units to specific undeveloped Development Sites. Except for Development Sites I and L where no density increase is permitted and Development Sites D and E-1 where the density increase is limited to 50%, density increases of up to 30% within each Development Site are permitted between and among the various Development Sites. Permitted density increase percentages shall be applied before any permitted conversion or transfer of units.

*Number of Commercial Acres Permitted:* The number of commercial use acres permitted within the Development Sites is 21. These acres may be located in any or all of the Development Sites with a Zoning Designation of RCM-PUD.

*Conversion of Permitted Uses:* The limits of 645 dwelling units and 21 commercial use acres may be varied as follows:

- a. Should the Developer elect to forego Development of some or all of the 21 commercial acres, the number of permitted dwelling units within the Development Sites will be increased at the rate of 5 dwelling units for each full acre of commercial Development foregone.
- b. Should the Developer elect to forego Development of the full 645 dwelling units, the number of permitted acres for commercial Development within the Mixed Use Development Sites will be increased at the rate of one acre of commercial use for each 5 dwelling units foregone, except that if the increased use is office, then 2.5 dwelling units shall be foregone for each additional acre of office use.

**EXHIBIT C-1**

**Amended and Restated Exhibit B-1**

See Attached

**EXHIBIT D**

**New Exhibit B-5.1**

See Attached

NORTH OAKS COMPANY  
EAST OAKS PUD

SITE	NAME	PDA Dwelling Units designated	Actual 1999-2006	Actual 2007-2009	Proposed 2010-2015	Proposed 2016-2025	Proposed 2026-2035	Proposed 2036-2048	Potential Density Shift	Permitted Density Increase
A	WILDFLOWER (Peterson Place)	40	27	0	0	0	0	0	13	30% = 12
B	EAST PRESERVE	2				2			0	30% = 1
C	NORD	10				5	5		0	30% = 3
D	RAPP FARM	200	34	0	25	32	32	33	44	50% = 100
E-1	EAST WILKINSON Residential	45	19	0	0	14	14	0	-2	50% = 22
E-2	EAST WILKINSON Senior Housing	65		90		18			-43	50% = 33
F	ANDERSON WOODS (Andersonville)	10				3	3	4	0	30% = 3
G	GATE HILL	68					30	38	0	30% = 20
H	ISLAND FIELD	35				5	15	15	0	30% = 11
I	THE PINES (East Mallard Pond)	54	54						0	0
J	NORTH SKI HILL	7	7						0	30% = 2
K	NORTH BLACK LAKE (Red Forest Way)	64	17	10	0	15	22		0	30% = 19
L	SOUTHEAST PINES (South Deer Hills)	45	45						0	0
		645	203	100	25	94	121	90	12	
<i>Building Permits issued</i>			141	102						
		<i>Allowed per PDA Actual dev.</i>								
COMMERCIAL ACREAGE		21	15.27							PDA-allowed conversion to dwelling units 5/acre = 28

6/22/2010

**EXHIBIT C-2**

**New Exhibit B-1.1**

See Attached

**EXHIBIT C-3**

**New Exhibit B-1.2**

See Attached

**EXHIBIT C-4**

**New Exhibit B-1.3**

See Attached