

EXHIBIT D

STREET IMPROVEMENT AND STREET IMPROVEMENT PHASING PLAN

NOTE: The phasing plan described in the Development Agreement may be amended administratively according to the Development Agreement. In the event of amendments to the Phasing Plan, all infrastructure associated with each phase must remain coordinated so as to provide adequate mitigation for the impacts associated with the development proposed in that phase, and so that the City obtains like public benefits associated with each phase. Below-grade improvements may be constructed in an earlier phase at the Owner's option even if the improvement is not required to be constructed in that phase.

On-Site Improvements to be constructed with Phase 1, subject to the flexibility and administrative amendment provisions in Sections 4.5, 6.2, and 7.1 in the Development Agreement:

See Master Plan for specific road sections and phasing diagrams that depict the improvements described below.

- a. Construction of NE Alhazen Street (including right-of-way/easement dedication, paving, curbs, sidewalks, storm drainage, street lights, and underground utilities) to a 3-lane roadway between 148th Ave NE and Da Vinci Avenue. Interim connections to existing uses to remain (Regency parcel, Red Robin restaurant, parking lot south of Parcel A) would be provided with Phase 1. See Interim Section A-A and Interim Section B-B in the Master Plan for specific section to be constructed.
- b. Construction of Lumiere Ave NE (including right-of-way/easement dedication, paving, curbs, sidewalks, storm drainage, street lights, and underground utilities) between NE Alhazen Street and NE 24th Street. Lumiere would taper from a 2-lane roadway to a 3-lane roadway approaching NE 24th St. South of Alhazen, Lumiere would consist of a temporary connection to the existing parking lot south of Parcel A for Phase 1. See Interim Section E-E and Interim Section L-L in the Master Plan for specific section to be constructed. Owner will grant to the City a 2' sidewalk easement with surface rights that extend 15' above the finished grade on the east side of Lumiere Ave NE between NE Alhazen Street and NE 24th Street.
- c. Construction of an interim half-street configuration of Da Vinci Ave between NE Alhazen St and NE 24th Street (including right-of-way dedication, paving, curbs, sidewalks, storm drainage, street lights, and underground utilities). The interim section will allow for two-way operations with two travel lanes. South of Alhazen, Da Vinci would consist of a temporary connection to the existing parking lot south of Parcel A for Phase 1. See Interim Section C-C in the Master Plan for specific section to be constructed. Neighboring properties to the east will be responsible for constructing the other half of the street improvements to Da Vinci Avenue when those properties are developed or redeveloped. It should be noted that the alignment

of Da Vinci Ave in this section will be analyzed further by the City of Redmond and may shift to the east.

- d. Construction of a portion of 149th Ave NE, a shared street (including right-of-way dedication) within a 40-foot right-of-way connecting the Regency property to NE Alhazen Street east of 148th Ave NE with Phase 1.
- e. Widening on NE 24th Street for an eastbound right-turn lane that would extend between the existing Red Robin driveway and Lumiere Ave. The curb, gutter, and related utilities on the south side of NE 24th Street shall be placed in the ultimate location needed to construct the dual westbound left turn lanes planned by Redmond and Bellevue. See interim section I-I in the Master Plan for specific section to be constructed.
- f. Widening on NE 24th Street for an eastbound right-turn pocket at the Parcel A driveway on NE 24th Street. The curb, gutter, and related utilities on the south side of NE 24th Street shall be placed in the ultimate location needed to construct the dual westbound left turn lanes planned by Redmond and Bellevue. See interim section H-H in the Master Plan for specific section to be constructed.
- g. Right-of-Way dedication on NE 24th Street between Da Vinci Ave and the beginning of the eastbound right turn lane to Lumiere Ave to accommodate future widening and improvements planned by the City of Redmond. Right-of-way dedications on NE 24th Street are shown in interim sections H-H and I-I in the Master Plan.
- h. Frontage improvements on NE 24th Street between Lumiere Ave and Da Vinci Ave (Parcel A frontage), including constructing curbs and frontage improvements at their ultimate location. See interim section H-H in the Master Plan for specific section to be constructed.
- i. If the building on the south end of Parcel G is redeveloped with Phase 1, frontage improvements and right-of-way dedication on NE 20th Street will not be required. Frontage improvements and right-of-way dedication on NE 20th Street are deferred to Phase 3 when Lumiere Ave and Da Vinci Ave are constructed and connected to NE 20th Street. If warranted for the purpose of life safety, the City may require Owner to provide for interim street lighting improvements on 20th Street between the future proposed Lumiere Ave NE and the future proposed Da Vinci Avenue in Phase 1.
- j. Owner will construct a stop-controlled intersection at Lumiere/24th (right-in, right-out). A signal is not required with Phase 1 of the Master Plan project; however, the intersection will be designed in a manner that will accommodate a future signal if/when warranted.
- k. Owner will construct an all-way stop-controlled intersection at Lumiere/Alhazen with Phase 1, and an eastbound stop-controlled intersection at Da Vinci/Alhazen with Phase 1. A signal(s) is not required with the project; however, the intersections will

be designed in a manner that will accommodate a future signal to be built by others if/when warranted.

On-Site Improvements to be constructed with Phases 2 and 3 (assumes Phase 1 Improvements above have already been constructed), subject to the flexibility and administrative amendment provisions in Sections 4.5, 6.2, and 7.1 in the Development Agreement.

- a. Completion of NE Alhazen Street between Lumiere Ave and Da Vinci Ave to the Ultimate Section A-A in the Master Plan with Phase 3. Owner will grant to the City a 2' sidewalk easement with surface rights that extend 15' above the finished grade on the south side of NE Alhazen Street between Lumiere Ave and Da Vinci Ave.
- b. Completion of NE Alhazen Street between 148th Ave NE and Lumiere Ave to the Ultimate Section B-B in the Master Plan. The sidewalk and urban path on the north side would be completed with Phase 2. The sidewalk on the south side would be completed with Phase 3. Owner will grant to the City a 2' sidewalk easement with surface rights that extend 15' above the finished grade on the south side of NE Alhazen Street between 148th Ave NE and Lumiere Ave.
- c. Completion of Lumiere Ave NE between NE Alhazen Street and NE 24th Street to the Ultimate Section E-E and Section L-L in the Master Plan with Phase 2. Owner will grant to the City a 2' sidewalk easement with surface rights that extend 15' above the finished grade on the west side of Lumiere Ave NE between NE Alhazen Street and NE 24th Street.
- d. Construction of Lumiere Ave NE (including right-of-way dedication, paving, curbs, sidewalks, storm drainage, street lights, and underground utilities) to a two-lane roadway between NE 20th Street and NE Alhazen Street with Phase 3. A connection to the Regency parcel would be provided near NE 20th Street. See Ultimate Section F-F and Interim Section G-G in the Master Plan for specific sections to be constructed. Neighboring properties to the west will be responsible for constructing the remaining portion of the Ultimate Section G-G when those properties are developed or redeveloped. Owner will grant to the City a 2' sidewalk easement with surface rights that extend 15' above the finished grade on the west side of Lumiere Ave NE between NE Alhazen Street and NE 20th Street for the portion of Property controlled by Owner.
- e. Construction of an interim half-street configuration of Da Vinci Ave (including right-of-way dedication, paving, curbs, sidewalks, storm drainage, street lights, and underground utilities) between NE 20th Street and NE Alhazen Street with Phase 3. See Interim Section D-D in the Master Plan for specific section to be constructed. The interim section will allow for two-way operations with two travel lanes. Neighboring properties to the east will be responsible for constructing the other half of the street improvements to Da Vinci Avenue when those properties are developed or redeveloped.

- f. A conceptual plan for a tunnel originating on Parcel F under a portion of the future Lumiere Ave and NE Alhazen Street is shown in Section __ in the Master Plan, but its location and design have not been approved by the City as part of the Master Plan. If the City approves the final location and design of the tunnel as part of a site plan entitlement application, Owner may construct the tunnel as part of Phase 2 or 3. .
- g. Widening on NE 24th Street for an eastbound right-turn lane between 148th Ave NE and Lumiere Ave (or completion of any portion of the right turn lane that was partially constructed with Phase 1) with Phase 2. See Interim Section I-I in the Master Plan for specific section to be constructed.
- h. Right-of-Way dedication on NE 24th Street between 148th Ave NE and Lumiere Ave NE (any portion not already dedicated with Phase 1) with Phase 2 to accommodate future widening and improvements planned by the City of Redmond. Right-of-way dedication on NE 24th Street is shown in interim section I-I in the Master Plan.
- i. Frontage improvements on NE 24th Street between 148th Ave NE and Lumiere Ave NE with Phase 2 including constructing curbs and frontage improvements at their ultimate locations (any portion not already constructed with Phase 1). See Interim Section I-I in the Master Plan for specific section to be constructed.
- j. Right-of-Way dedication on 148th Ave NE between the property line south of NE Alhazen Street and NE 24th Street (any portion not already dedicated with Phase 1) with Phase 2 to accommodate future widening and improvements planned by the City of Redmond. Right-of-way dedication on 148th Ave NE is shown in interim section J-J in the Master Plan.
- k. Frontage improvements on 148th Ave NE between the property line south of NE Alhazen Street and NE 24th Street (any portion not already improved with Phase 1) with Phase 2, including constructing curbs and frontage improvements at their ultimate locations. See Interim Section J-J in the Master Plan for specific section to be constructed between NE Alhazen Street and NE 24th Street.
- l. Right-of-Way dedication on NE 20th Street between Lumiere Ave NE and Da Vinci Ave NE with Phase 3. Right-of-way dedication on NE 20th Street is shown in interim section K-K in the Master Plan.
- m. Frontage improvements on NE 20th Street between Lumiere Ave NE and Da Vinci Ave NE with Phase 3. See interim section K-K in the Master Plan for specific section to be constructed.
- n. Future signalization is planned by the City at Lumiere Ave NE/NE 24th Street to accommodate a future pedestrian crossing on NE 24th Street. Before constructing any development beyond Phase 1 or any cumulative development that exceeds 214 net new PM peak hour trips, Owner will conduct a Pedestrian Study to determine if the estimated pedestrian volumes trigger the need for the signal. If based on the Pedestrian Study the signal is determined to be needed, Owner will construct a signal

improvement to City of Redmond standards to facilitate a pedestrian crossing on NE 24th Street. The signal may also be designed to facilitate vehicular movements at the Owner's option.

- i. PM peak hour traffic generation shall be measured based on the total net new PM peak hour trips (inbound + outbound) using the ITE-based trip rates (including the mixed-use and pass-by reductions) from the February 12, 2018 Traffic Impact Study, and shall account for trip credits for any existing land uses to be removed as part of the development. If a proposed land use type is not listed in the table in the traffic study, the current edition of the ITE Trip Generation manual shall be used and adjustments for mixed-use and pass-by made in a manner consistent with the level of adjustments documented in the Traffic Impact Study for the most similar land use type.
 - ii. A "Pedestrian Study" shall be at Owner's expense and shall consist of conducting pedestrian traffic forecasts based on existing count data and standard engineering practices, and comparing the forecasts to criteria from the latest edition of the Manual on Uniform Traffic Control Devices (MUTCD) and/or pedestrian volume criteria used by the City of Redmond (fully signalized pedestrian crossing should be considered when there are at least 80 pedestrians per hour for any 4 hours in a day, or at least 152 pedestrians in any one hour).
- o. Future signalization may be required at either Lumiere Ave NE/NE 20th Street or Da Vinci Ave NE/NE 20th St (if/when signal warrants are met). With Phase 3, Owner will construct stop-controlled intersections at both locations. A signal(s) is not required with the Master Plan project; however, the intersections will be designed in a manner that will accommodate a future signal to be built by others if/when warranted.
- p. A possible traffic signal is contemplated by the City of Redmond and City of Bellevue at Lumiere Avenue NE/NE 20th Street to accommodate a potential pedestrian crossing on NE 20th Street for a safe school crossing. When Lumiere Avenue NE between NE Alhazen Street and NE 20th Street is constructed, Owner will conduct a Pedestrian Study upon request by the City of Redmond to determine if the estimated pedestrian volumes trigger the need for a pedestrian signal.
 - i. A "Pedestrian Study" shall be at Owner's expense and shall consist of conducting pedestrian traffic forecasts based on existing count data and standard engineering practices, and comparing the forecasts to criteria from the latest edition of the Manual on Uniform Traffic Control Devices (MUTCD) and/or pedestrian volume criteria used by the City of Redmond (fully signalized pedestrian crossing should be

considered when there are at least 80 pedestrians per hour for any 4 hours in a day, or at least 152 pedestrians in any one hour).

q.

Off-Site Improvements to be constructed with Phase 1, subject to flexibility and administrative approval for a change:

- a. **148th Ave NE/NE Alhazen Street:** The City of Bellevue and City of Redmond have a planned improvement at this intersection that includes an additional northbound through lane. Owner will widen 148th Ave NE and dedicate right-of-way to accommodate the additional northbound through lane by converting the northbound right-turn lane to a shared through and right-turn lane and eliminating the island south of Alhazen and the curb bulb north of Alhazen. Signal modifications would also be required as a result of the widening. The extent of widening/improvements on 148th Ave NE are from the Owner's south property line south of NE Alhazen Street to the end of the existing curb bulb taper north of NE Alhazen Street (a distance of approximately 203 feet).

Off-Site Improvements to be constructed with Phases 2 and 3, subject to flexibility and administrative approval for a change:

- a. **148th Ave NE/NE 24th Street.** The City of Bellevue and City of Redmond have planned improvements at this intersection including an additional northbound through lane and eastbound/westbound dual left turn lanes. As described above under the on-site improvements to be provided with Phase 2, Owner will dedicate right-of-way and set the ultimate curbs on 148th and NE 24th Street to accommodate these future improvements per sections I-I and J-J in the Master Plan, and will modify the traffic signal as needed on the southeast corner of the intersection. No additional mitigation at this location will be required.

- b. **148th Ave NE/NE 20th Street:**

This project includes the construction of a northbound right turn lane on the southeast corner of the intersection of 148th Ave NE/NE 20th Street (adjacent to property currently occupied by a Taco Bell restaurant). A building permit for proposed development beyond Phase 1 development shall not be issued when development will cause the total traffic generation from the Project to exceed three hundred and thirty five (335) net new AM peak hour trips until a northbound right turn lane has been constructed or a commitment for construction with a projected completion date on or prior to the projected date for occupancy of the proposed development has been provided to the City by the developer and/or Owner (or the City or any other entity has committed to construct the improvement), provided there is sufficient right of way to construct the improvement. This northbound right-turn lane at the intersection of 148th Avenue NE/NE 20th Street will be constructed during the final phase of

development regardless of whether cumulative development within the project exceeds three hundred and thirty five (335) net new AM Peak Hour trips, provided there is sufficient right of way to construct the improvement.

- a. AM peak hour traffic generation shall be measured based on the total net new AM peak hour trips (inbound + outbound) using the ITE-based trip rates (including the mixed-use and pass-by reductions) from the February 12, 2018 Traffic Impact Study, and shall account for trip credits for any existing land uses to be removed as part of the development. If a proposed land use type is not listed in the table in the traffic study, the current edition of the ITE Trip Generation manual shall be used and adjustments for mixed-use and pass-by made in a manner consistent with the level of adjustments documented in the Traffic Impact Study for the most similar land use type.
- b. The Owner shall make a good faith effort to acquire any right-of-way required for the improvement that is not owned by the Owner. As used in this Subsection, “good faith effort” is defined, at a minimum, as including making contact with each owner of the necessary right-of-way and offering to purchase the right-of-way from the Owner at not less than fair market value thereof, as determined by a qualified appraiser selected and paid for by Owner with the approval of the City. The City will support the Owner’s efforts to acquire the necessary right-of-way and, in the event that Owner’s good faith effort to acquire is unsuccessful, the Redmond City Council will consider whether condemnation proceedings should be initiated. Nothing in this agreement obligates the City Council to exercise its eminent domain power. If the condemned area is determined to be a “system improvement,” the developer shall be entitled to a credit against transportation impact fees.

Within 6 months of the Owner notifying the City it was unable to obtain sufficient right of way for the improvement, the City must acquire the right-of-way, initiate condemnation proceedings to acquire the required right-of-way, or must notify Owner of an alternate improvement that will provide substitute mitigation for the impact addressed by the original improvement. The City may require Owner to construct the alternate improvement, or may accept all or part of the cost of the improvement in satisfaction of Owner’s obligation.

The estimated cost of the alternate improvement to be incurred by Owner shall not exceed the estimated cost of the original improvement. Both estimates shall be approved by the City and shall be made or updated to dates within six months of identification of the alternate improvement. Owner shall not be required to construct the alternate improvement unless all land required for the alternate improvement is available to Owner for

use in constructing the alternate improvement. Owner shall make a good faith effort to acquire the necessary land in the same manner as is required for the original improvement. If Owner is unable to acquire right-of-way required for the alternate improvement identified by the City after making a good faith effort to acquire the necessary land, then Owner shall pay City the estimated cost of constructing the alternate improvement (not to exceed the cost of the original improvement) and the obligations of this Section shall thereupon be deemed fully satisfied.

- c. In the event Owner pays for some or all of the improvement, Owner shall be entitled to a latecomer's agreement providing for cost recovery from any party undertaking future development that would have been required to provide the improvement if it had not been constructed by Owner, provided that the agreement is consistent with and meets the requirements of state law and City ordinances for such agreements. When a credit has been provided against transportation impact fees for the cost of an improvement, Owner shall not be entitled to include the credited amount in a latecomer's agreement.

c. **Lumiere Ave NE/NE 24th Street:**

Before constructing any development beyond Phase 1 or any cumulative development that exceeds 214 net new PM peak hour trips, Owner will conduct a Vehicle Queue Study to determine if the southbound left-turn lane queue storage on 148th Ave NE at NE Alhazen Street will be exceeded. If the queue is estimated to exceed storage with the forecasted traffic from the development under review at that time, and if desired by the City, Owner will restripe NE 24th Street to accommodate an interim unsignalized westbound left turn lane on NE 24th Street at Lumiere Avenue, while maintaining eastbound left turns to the Safeway property at the traffic signal at 151st Avenue NE.

- i. PM peak hour traffic generation shall be measured based on the total net new PM peak hour trips (inbound + outbound) using the ITE-based trip rates (including the mixed-use and pass-by reductions) from the February 12, 2018 Traffic Impact Study, and shall account for trip credits for any existing land uses to be removed as part of the development. If a proposed land use type is not listed in the table in the traffic study, the current edition of the ITE Trip Generation manual shall be used and adjustments for mixed-use and pass-by made in a manner consistent with the level of adjustments documented in the Traffic Impact Study for the most similar land use type.
- ii. A "Vehicle Queue Study" shall be at Owner's expense and shall consist of conducting vehicular queue estimates (95th percentile

queues) for the southbound left-turn lane based on a PM peak hour analysis of 148th Ave NE/NE Alhazen Street using *Synchro* traffic operations software. Analysis shall be conducted for the projected year of opening for the phase of development under review at that time. Volume forecasts shall be based on existing counts plus forecasted growth and pipeline developments, or using volumes derived from traffic modeling provided by the City of Redmond.

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