



Planning & Community Development

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February 21, 2014
Snohomish County Planning and Development Services
Attn: Mr. Darryl Eastin, Project Manager
3000 Rockefeller Avenue, 2nd Floor East
Everett, WA 98201-4046

Dear Mr. Eastin:

The City of Shoreline would like to take this opportunity to provide Snohomish County with our comments on the scope of the Environmental Impact Statement (EIS) for the development at Point Wells. This letter identifies those elements of the environment that are likely to sustain significant adverse impacts as a result of the proposed Point Wells project and contains both traditional scoping comments and more detailed comments to guide the County's analysis of issues in the DEIS. The City is requesting that Snohomish County study and address these elements in the EIS:

Natural Environment

Geology and Soils

- The City of Shoreline records indicate that there are slide prone areas located along Richmond Beach Drive, the only identified ingress and egress to this development. Significant geotechnical analysis is warranted to verify that the transportation mitigation ultimately selected can be safely constructed and maintained. A geotechnical report specific to the preferred offsite transportation mitigation measures selected should be prepared. Maps illustrating the known areas of concern are based on the City of Shoreline GIS data.
- In addition, Snohomish County should also study the geologic conditions specific to slides, liquefaction and erosion on the Point Wells development site and develop appropriate mitigations as warranted.
 - Liquefaction and lateral spreading are significant hazards at the site based on the subsurface information presented in "Preliminary Geotechnical Engineering Study, Point Wells Development, Richmond Beach, Washington," prepared for Paramount Petroleum Corporation, dated November 16, 2010 by Hart Crowser.
http://www.co.snohomish.wa.us/documents/Departments/PDS/Commerical_Land_Us_e/Pt_Wells/Geotechnical%20Study.pdf
 - One of the borings (B-09-02) close to the shoreline contained layers of liquefiable and nonliquefiable soils, with liquefiable soils at a depth of about 43 feet. The report indicates (on p.15) that the "perimeter of the lower bench is currently constructed of retaining walls and shoring...the depth of these elements is understood to extend up to

25 feet below the ground surface." Please address the significant potential for lateral spreading, given that the existing walls along the shoreline do not extend deep enough to prevent movement of the soil towards the water during design level of earthquake shaking.

- In addition to significant geotechnical analysis needed to address slope stability as it relates to transportation, please address how land sliding might affect proposed buildings. The slope is 150 to 200 feet high with two drainage channels (Figure 2) - one of which points right at the upper bench area where they would like to develop. The report contains a series of aerial photos (starting at page 85, year 1936) including the old road that connected the area up the hill to Woodway, which is clearly visible. The 1969 photo (page 88) shows what looks like a large disturbed area due to land sliding. The geology described in the report, the colluvium (landslide debris) found in a boring in the upper bench, the slope reconnaissance that found leaning trees, significant water coming from the slope, soil bulging from behind a wood retaining wall at the toe of the slope, and geologic contacts of Advance Outwash over Lawton Clay that are known to be conducive to sliding, please address static and seismic slope stability relative to future residential and retail development at the site.
- Please address historical sliding at the site in more detail. Confirm the cause of the landslide that destroyed Heberon Road.

Noise

- The geotechnical report by Hart Crowser recommends a number of types of deep foundations (e.g. augercast piles) or ground improvement (e.g. rammed aggregate piers) that would result in soil cuttings from the drilling process to be removed off site. Some of this soil is likely to be contaminated (petroleum odors were noted in some of the soil borings). The report recommends against the use of driven pile foundations because of the noise issue. Please address noise and vibrations that may be generated by ground improvement for liquefaction mitigation or installation of deep foundations (driven or augured).
- Please address the process if other types of disruptive ground improvement not mentioned in the geotechnical report (e.g. deep dynamic compaction) are selected.
- Truck and heavy equipment traffic during construction can be very disruptive to a neighborhood. This project is expected to be under construction for multiple years. Mitigation measures to reduce noise impacts from construction should be included in the EIS.

Shorelines

- It will be important to fully understand the impacts to both the near shore and off shore environments. This project represents the potential to improve the health of the Puget Sound with the transition from the historic petroleum based industry to residential and

commercial development if the impacts of development are fully identified and best management practices and appropriate mitigation are employed. There are, however, specific concerns related to soil remediation and the City would expect to see the alternative methods compared and contrasted regarding impacts to Puget Sound water quality, functions and values, and habitat. These methods should also be compared to the impacts associated with the “do nothing” alternative.

- Please address how the proposed development complies with the Shoreline Management Act and Shoreline Management Program.
- Creation of public access to shorelines as mitigation for significant impacts to Recreation and Neighborhoods in Shoreline should be considered.
- In relation to shorelines, an additional study should be required to analyze the effects of sea level rise on the Point Wells site to understand how this could impact the proposed development in the future and modify the proposal if warranted.
- Risks to the proposed development and future population of Point Wells related to tsunamis should also be studied.

Wetlands

- A number of wetlands exist adjacent to the railroad running along the shoreline including one just south of the project area in Kayu Kayu Ac Park. These wetlands are subject to the classification and protection regulations in the City’s Shoreline Master Plan. One wetland area is identified in the WA Department of Fish & Wildlife Priority Habitat and Species List database immediately north of the Point Wells property. Additional wetland areas may be present along the railroad or on the shoreline within the proposed project area. Shoreline would like to see an investigation of whether any wetlands do exist in the project area and an analysis of potential on and off site impacts to the wetlands in the area to ensure that the functions and values of the wetland(s) are not further degraded.

Streams

- Point Wells connects with the City of Shoreline Middle Puget Sound Basin Area. An open water stream labeled as “USNN1”. The last channelized open water course section mapped along the BNSF Railroad (USNN1) begins in Snohomish County and flows south to a culvert just north of NW 204th Street. Most of the tributary area for this open watercourse appears to be in Snohomish County. Shoreline would like to see analysis of downstream impacts to ensure that the functions and values of this stream are not further degraded.

Floodplains

- Snohomish County should consider the re-delineation of coastal flood hazards using the FEMA coastal hazard methodology used in the recent King County Coastal Flood Hazard Study that was used to update the Flood Insurance Rate Map for the 60+ miles of Puget Sound shoreline in King County. Because the King County study ends at the border, if Point Wells in Snohomish County would be annexed into Shoreline or King County, the City would want to make sure that the coastal flood elevations across the Snohomish

County line are consistent in methodology and corresponding flood zone elevations as in Shoreline and King County.

Wildlife, Fish and Vegetation

- The Washington Department of Fish & Wildlife (WA DFW) Priority Habitat and Species (PHS) list indicates that the intertidal zone west of Point Wells that extends north and south is a priority estuarine intertidal habitat area (attached to this letter as Exhibit A). The upslope forested area of the Point Wells property is identified as a priority biodiversity area and corridor for terrestrial habitat, in particular for lowland tree nesting bird species. Breeding areas (also a type of priority habitat) for Pacific Sand Lance and Surf Smelt are identified within and adjacent to the Point Wells property. Wetland (palustrine) aquatic habitat is also mapped in the PHS database immediately north of this property. Shoreline requests that Snohomish further study these resources, identify impacts to these resources, and develop mitigation measures if needed to adequately address the identified impacts.

Threatened and Endangered Species

- No state or federally listed threatened or endangered species are specifically identified in the WA DFW PHS database in this area. An assessment to verify whether this is accurate is recommended given the priority habitat areas identified on and around this property.

Air Quality

- A special study needs to be conducted to compare and contrast alternative methods for the soil remediation phase of the project to fully identify the significant impacts and to determine which method would have the least impacts on the environment. The City is concerned about impacts to air quality. It is anticipated that as the soils are disturbed, hazardous substances related to the contaminated soil such as heavy metals and hydrocarbons will become airborne and could represent a threat to public health.
- The soil remediation should be completed prior to beginning construction of the development. Will soil remediation be fully completed in advance of construction for the development? What measures will be imposed by Snohomish County to ensure that the soil remediation project is fully funded; or at least funded to the extent necessary to safeguard public health if the site is left unfinished? How will air quality be monitored on the site during remediation and construction?
- What will the impacts be to air quality caused by years of construction from heavy equipment and additional vehicle trips?
- The DEIS should also study the potential for fugitive emissions related to the historic contamination at Point Wells entering new structures through deep foundations.

Built Environment

Transportation Including Non-motorized Transportation

Note: This section was corrected on 3/4/14. The original 2/21/14 letter incorrectly referenced the streets as “NE” instead of “NW”.

- Sound Transit light rail service and two stations at I-5 and 185th and 145th Streets are expected to be in operation in Shoreline by 2023. In addition, the City is currently creating a redevelopment plan for a subarea that includes the entire watershed within a ½ mile of the proposed station at 185th Street and I-5. This subarea plan and associated implementing zoning is expected to be adopted in 2014 and represents a significant change in projected density for this area. These changing conditions need to be factored into the traffic analysis for the Point Wells EIS.
- The developer and City are undertaking a Transportation Corridor Study (TCS) to model and quantify the transportation impacts, develop mitigation, and through an inclusive community process identify impacts and develop mitigation of impacts of the proposed project. The TCS will be submitted to Snohomish County as the transportation analysis, and constitute the required transportation mitigation for the project. The scope of the TCS is outlined in the attached Memorandum of Understanding Regarding Richmond Beach Corridor Study By and Between the City of Shoreline and BSRE Point Wells, LP, dated April 1, 2013 (Exhibit B).
- Impacts from this development are different based on the existing transportation corridor as it exists today. The lower portion (to be called Segment A) includes Richmond Beach Drive from Point Wells to 195th, 195th from Richmond Beach Drive to 24th NW, and 196th from Richmond Beach Drive to 24th NW. Segment A is an unimproved street, without sidewalks, curbs or gutters, has intermittent shoulders, and lacks a complete storm drainage system. Segment B is the remainder of the Richmond Beach corridor, from 24th NW to Aurora Avenue. This section typically has curb, gutter and sidewalk (curbside), and substandard curb ramps. Segment B is lacking sidewalks along a portion of the south side of NW196th between 20th NW and 24th NW.
- Currently, Richmond Beach Drive, immediately south of the proposed development has 400 – 500 vehicles per day. An additional 10,000 – 12,000 vehicle trips per day will significantly affect the transportation system, the land uses and residences abutting or near to the affected roadways, and pedestrians and bicyclist safety and mobility. The closer to the project, the greater the level of change for those facilities and homes.
- Transportation modeling should include existing and future AM and PM peak hour impacts on Shoreline’s transportation system, evaluate LOS using Shoreline’s 2030 TMP growth assumptions on all affected streets, distribute and track trips throughout the system, and identify mitigation to maintain LOS requirements. Trips east of Aurora should be analyzed to I-5 on 185th, 175th, and Meridian at a minimum. Noting that the developer has stated that the project will be constructed in phases, the modeling should also evaluate impacts per phase.
- Richmond Beach Drive from Point Wells to NW 195th does not have sidewalks, curbs or gutters, or wheelchair ramps. NW 195th from Richmond Beach Drive to 24th NW, and

NW196th from Richmond Beach Drive to 20th NW has some intermittent sidewalks, curb ramps, gutters, but those that exist are not up to city standards. The environmental analysis should address pedestrian safety and continuity in light of the increased traffic.

- Segment A and B do not have bicycle lanes or other markings such as sharrows or signage. The City of Shoreline Transportation Master Plan (TMP) calls for bike lanes from Richmond Beach Drive to Aurora, and a signed route on Richmond Beach Drive from NW 195th to Point Wells.
- Segment A and parts of Segment B have driveways directly accessing the roadway. The increased traffic will impact the ability for safe egress/ingress to parcels. The DEIS should address this and consider street or driveway design changes to maintain safe access.
- The TCS needs to study cut-through traffic impacts and identify mitigation. It should also consider speeding potential and, through appropriate street design, minimize the opportunity for speeding.
- The TCS shall study on-street parking needs.
- The roadway design shall address existing mature landscaping, fencing, driveways, stairs, or rockeries installed by private parties in the right-of-way, and consider mitigation to replace as needed in kind at the request of impacted properties.
- The TCS should analyze the impacts on emergency services from the increased volumes and for alternative designs, particularly on Segment A.
- Safe pedestrian access to Kayu Kayu Ac Park is a concern.
- The neighborhood has indicated that there is increased traffic in the summertime on Richmond Beach Drive with people going to the beach. This is also a higher on-street parking demand season.
- TCS shall consider bus access, garbage truck impacts, and mail delivery/mail boxes.
- During construction, the construction vehicle impacts on the existing pavement, segments A and B, need to be addressed and mitigated.
- Construction needs to also consider safe pedestrian access along and across the roadways.
- Shoreline has not included the Point Wells development traffic in its concurrency planning, growth projects, or impact fee analysis. These impacts will need to be considered and incorporated/amended as appropriate.
- Identify the impacts associated with both remediation of the site and on and off site construction on the City of Shoreline's motorized and non-motorized transportation network. Develop measures to mitigate the remediation and construction related impacts. The City of Shoreline will be most interested in mitigation measures that utilize avoidance of the impact. Address such concerns as: haul routes; reducing deliveries; construction worker trips to site; construction parking; and safety of pedestrians, and cyclists and motorists during construction.
- A special study is requested to analyze the feasibility of constructing an alternative access on the east side of the Point Wells development to the Town of Woodway. There

historically was access from the site up this slope. This would help to reduce the impacts on Richmond Beach Drive, Richmond Beach Road and other Shoreline streets.

- Sound Transit is bringing light rail service north to Shoreline by the 2023. There will be a station at 145th and I-5 and 185th and I-5. The scope of the transportation analysis conducted for the Point Wells development needs to factor in this addition to Shoreline's regional transportation network to fully understand the future traffic conditions and patterns especially related to the 185th Street corridor between Point Wells and the future light rail station.
- Transit solutions should be analyzed and realistically developed to mitigate the projects impacts to transportation networks in Shoreline. The analysis should also include the identification of impacts caused by the development to existing and planned transit services in Shoreline.

Neighborhoods

- During Construction: Shoreline's Richmond Beach neighborhood will be significantly impacted by the development of Point Wells. This neighborhood, especially the western most portion, will suffer significant adverse impacts related to multiple years of construction and soil remediation related traffic, noise, dust and visual blight. Mitigation measures to avoid, reduce and minimize these impacts need to be identified in the DEIS.
- Post Construction: the increased traffic and population in this area will change the character of this neighborhood. Snohomish County and the developer should work with Shoreline residents to identify mitigation to reduce the significance of these impacts on this neighborhood. Mitigation ideas include: additional sidewalks in Richmond Beach that fully connect future Point Wells residents to Shoreline amenities like the parks, schools, library and commercial areas along Richmond Beach Road; undergrounding utility lines along the Richmond Beach Drive and Road; and developing community meeting space.

Public Services and Utilities (Police, Fire, School District, Emergency Medical, Water, Sewer, Recreation, Streets, Electricity, Gas, Library and Other Municipal Services)

- Specifically, it will be helpful for the decision makers to understand the complicated structure of service provision to a redeveloped area that is geographically isolated from much of Snohomish County. This section would address questions such as:
 - What agency will be responsible for providing the service? What infrastructure improvements will be needed for the service or utility provider to serve Point Wells? When and how will the provision of these services and utilities be secured? What will the Level of Service standard be for each of these utilities and services? How will the service, infrastructure, utility be maintained? How will ongoing costs related to these service, infrastructure and utilities be funded?
 - What types of interlocal agreements will be needed?
 - What agency's building standards should be met in determining whether or not to issue the permit (i.e., if the County is issuing the building permit and the Shoreline Fire Department is responsible for serving the area, how is the Fire Department's involved in the building review process)?

- How does having only one access point in and out of the development effect public safety, evacuation plans and response time if especially if the access is compromised?
- Point Wells is designated as a Future Annexation and Service Area in both the City of Shoreline and the Town of Woodway in addition to currently being under the jurisdiction of Snohomish County. This creates many issues related to future annexation, cost allocation, revenue sharing to fund long term service and infrastructure needs to serve Point Wells residents. The EIS should analyze these issues to determine the impacts and appropriate mitigations.

Recreation

- Residents of the Point Wells development will be using Shoreline's parks and recreation services. Address how the addition of these residents will impact Shoreline's parks and recreation services? Also, the Point Wells development may create new opportunities for recreation on-site; this should be explained.
- Snohomish County's EIS needs to consider City of Shoreline's standards for recreation as found in the City's Parks, Recreation and Cultural Services Plan. Currently, Shoreline's residents are served by 7.75 acres of city owned park property per 1,000 residents. Creating access and developing the Brightwater site for public open space would be a way for the Point Wells project to increase its percentage of public open space.
- What guarantees will be in place to ensure that the open space, recreation areas and shoreline access remain open all members of the public? Will these areas be dedicated to Snohomish County? Will public access easements be required?

Cultural Resources

- A special study should be conducted as part of the DEIS to determine if there are archeological and historic resources on the Point Wells site. King County Historic Preservation Program and the Shoreline Historical Museum are local resources that should be consulted.

Visual Quality

- View blockage: Prepare visualization models from the perspective of Richmond Beach residents to assess potential impacts on views of the Puget Sound.
- Light pollution: How will outdoor lighting at Point Wells impact Shoreline residents?

Hazardous Waste

- It is assumed that the site contains significant amounts of soil contaminated with petroleum and related products including heavy metals. The method of treatment is of great concern to the residents of Shoreline. We are concerned about public health risks related to airborne contamination; heavy equipment and truck traffic if the dirt is to be hauled off site; and accidental spills of contaminated soils.
- Various methods should be studied as part of the EIS. Shoreline is interested in having one of the alternatives studied to include onsite treatment of soils instead of excavation

and removal. Will the soil remediation be completed prior to the installation of foundations? If no, there are concerns related to immediate and long term release of contaminants into the air and into the structures.

Finally, the City of Shoreline is committed to critically reviewing the Draft Environmental Impact Statement to ensure that the health, safety and welfare of our residents and the environment are protected. However, some of the analysis contained in the forthcoming DEIS may exceed the technical expertise or resources available to allow for such a review. Snohomish County has received funding from the developer as part of the permitting process to select, hire and scope the work of a team of consultants and peer reviewers to ensure that both the built and natural environments are spared significant impacts in accordance with Snohomish County's standards.

The City of Shoreline contends that the majority of the impacts identified will have complete or partial bearing on our community, yet the City is not afforded the same resources as the County to protect these interests as we are not the permitting agency. The accuracy and objectivity of the analysis is of great importance to the City.

The City, with the exception of perhaps the Transportation Element, has not been provided with adequate resources to perform a review of such a large development, nor has the City been asked to participate in the selection or scope for the third party review team hired to further verify the analysis prepared by the lead consultant for the Point Wells Development EIS. The Point Wells project is creating a huge burden on the City's staff resources. As such, the City of Shoreline is requesting funding to hire technical experts for review of the DEIS as mitigation. This type of mitigation was provided to the City by King County for the Brightwater Project. **Specifically, the City anticipates needing technical assistance reviewing the following elements of the DEIS: Geology and Soils; Air Quality; Noise; and Public Services and Utilities.** Due to the timing of the DEIS and typically when mitigation is implemented this may have to be negotiated separately. As an alternative, the City and County staff could work together to utilize the peer review team assembled in a way that meets both the City and County's needs. I will be following up with you regarding these concepts in advance of the DEIS.

Thank you for this opportunity to provide comments on the scope of the Environmental Impact Statement.

Sincerely,



Rachael E. Markle
City of Shoreline
SEPA Responsible Official

Attachments:

Exhibit A: Washington Department of Fish and Wildlife Priority Habitats and Species Report – Point Wells area of interest, created 12/30/2013, <http://wdfw.wa.gov/mapping/phs/>.

Exhibit B: Memorandum of Understanding Regarding Richmond Beach Corridor Study By and Between the City of Shoreline and BSRE Point Wells, LP, dated April 1, 2013



WASHINGTON DEPARTMENT OF FISH AND WILDLIFE PRIORITY HABITATS AND SPECIES REPORT

SOURCE DATASET: PHSPlusPublic
REPORT DATE: 12/30/2013 10.41 AM

Query ID: P131230104037

Common Name Scientific Name Notes	Site Name Source Dataset Source Record Source Date	Priority Area Occurrence Type More Information (URL) Mgmt Recommendations	Accuracy	Federal Status State Status PHS Listing Status	Sensitive Data Resolution	Source Entity Geometry Type
Biodiversity Areas And	EDMONDS CITY PARKS PHSREGION 902676	Terrestrial Habitat N/A http://wdfw.wa.gov/publications/pub.php?id=00023	1/4 mile (Quarter)	N/A N/A PHS LISTED	N AS MAPPED	WA Dept. of Fish and Wildlife Polygons
ESTUARINE INTERTIDAL	N/A NWIPOLY	Aquatic Habitat Aquatic habitat http://www.ecy.wa	NA	N/A N/A PHS Listed	N AS MAPPED	US Fish and Wildlife Service Polygons
ESTUARINE INTERTIDAL	N/A NWIPOLY	Aquatic Habitat Aquatic habitat http://www.ecy.wa	NA	N/A N/A PHS Listed	N AS MAPPED	US Fish and Wildlife Service Polygons
Pacific Sand Lance Ammodytes hexapterus	Station Number: 1 Forage_Fish_Survey 3138 February 06, 2003	Breeding Area Breeding area	NA	N/A N/A PHS Listed Species	N AS MAPPED	WDFW Lines
Pacific Sand Lance Ammodytes hexapterus	Station Number: 7 Forage_Fish_Survey 6819 November 29, 2000	Breeding Area Breeding area	NA	N/A N/A PHS Listed Species	N AS MAPPED	WDFW Lines
Pacific Sand Lance Ammodytes hexapterus	Station Number: 11 Forage_Fish_Survey 6902 December 13, 2000	Breeding Area Breeding area	NA	N/A N/A PHS Listed Species	N AS MAPPED	WDFW Lines
Pacific Sand Lance Ammodytes hexapterus	Station Number: 21 Forage_Fish_Survey 20761 January 31, 2007	Breeding Area Breeding area	NA	N/A N/A PHS Listed Species	N AS MAPPED	WDFW Lines

Common Name	Site Name	Priority Area	Accuracy	Federal Status	Sensitive Data	Source Entity
Scientific Name	Source Dataset	Occurrence Type		State Status	Resolution	Geometry Type
Notes	Source Record	More Information (URL)		PHS Listing Status		
	Source Date	Mgmt Recommendations				
PALUSTRINE	N/A NWIPOLY	Aquatic Habitat Aquatic habitat http://www.ecy.wa.gov	NA	N/A N/A PHS Listed	N AS MAPPED	US Fish and Wildlife Service Polygons
Surf Smelt <i>Hypomesus pretiosus</i>	Station Number: 5 Forage_Fish_Survey 6812 November 29, 2000	Breeding Area Breeding area	NA	N/A N/A PHS Listed Species	N AS MAPPED	WDFW Lines
Wetlands	WOODWAY WETLANDS PHSREGION 902703	Aquatic Habitat N/A http://www.ecy.wa.gov	1/4 mile (Quarter)	N/A N/A PHS LISTED	N AS MAPPED	WA Dept. of Fish and Wildlife Polygons

DISCLAIMER. This report includes information that the Washington Department of Fish and Wildlife (WDFW) maintains in a central computer database. It is not an attempt to provide you with an official agency response as to the impacts of your project on fish and wildlife. This information only documents the location of fish and wildlife resources to the best of our knowledge. It is not a complete inventory and it is important to note that fish and wildlife resources may occur in areas not currently known to WDFW biologists, or in areas for which comprehensive surveys have not been conducted. Site specific surveys are frequently necessary to rule out the presence of priority resources. Locations of fish and wildlife resources are subject to variation caused by disturbance, changes in season and weather, and other factors. WDFW does not recommend using reports more than six months old.



Study Area Diagram

BOUNDING BOX: -13627311,6069260,-13622271,6072020
(web mercator meters)

Query ID: P131230104037

12/30/2013 10.41 AM



MEMORANDUM OF UNDERSTANDING
REGARDING RICHMOND BEACH CORRIDOR STUDY
BY AND BETWEEN THE CITY OF SHORELINE
AND BSRE POINT WELLS, LP

THIS MEMORANDUM OF UNDERSTANDING ("MOU") is made and entered into this 1 day of April, 2013, by and between the City of Shoreline, a noncharter, optional code Washington municipal corporation, hereinafter the "City," and BSRE Point Wells, LP ("BSRE"), a limited partnership organized under the laws of the State of Delaware.

RECITALS:

WHEREAS, BSRE owns development property of approximately 61 acres ("Point Wells") located in Snohomish County and within the City of Shoreline's future service area and adopted Point Wells Subarea Plan, which provides in part: "The Vision for Point Wells is an environmentally sustainable mixed-use community that is a model of environmental restoration, low-impact and climate-friendly sustainable development practices, and which provides extensive public access to the Puget Sound with a variety of trails, parks, public and semi-public spaces;" and

WHEREAS, BSRE has submitted permit applications to Snohomish County for urban center development and related approvals for Point Wells to construct a phased project of mixed use development under Snohomish County regulations (the "Project"); and

WHEREAS, the only road serving Point Wells is Richmond Beach Drive and connecting arterials located in Shoreline, which in its current configuration and without mitigation is likely inadequate to accommodate the anticipated number of trips from the proposed Point Wells Project; and

WHEREAS, the City has issued a Letter of Intent regarding the Point Wells Urban Center permits currently pending before Snohomish County outlining guiding principles for a negotiated agreement for municipal services to Point Wells to avoid the cost, uncertainty, and risk inherent in litigating Point Wells permit approvals including the vested status of pending permit applications; and

WHEREAS, the parties wish to enter into this Memorandum of Understanding Regarding Richmond Beach Corridor Study to (i) establish a mechanism for the citizens of Shoreline to participate in a public process regarding the analysis of transportation issues and acceptable mitigation alternatives associated with the proposed development; and (ii) establish the terms and methodology by which the transportation impacts of a development at Point Wells would be analyzed, mitigated and eventually incorporated into Snohomish County's environmental analysis for BSRE's development applications;

NOW THEREFORE, the parties, in consideration of the matters described above and the mutual benefits set forth in this Agreement, the parties memorialize this expression of their mutual intent as follows:

Section 1. The Project.

The Project is the anticipated development by BSRE of Point Wells, consisting of approximately 61 acres located in unincorporated Snohomish County immediately north of the City of Shoreline. The Project site is legally described in Exhibit A, attached hereto and incorporated herein by this reference. It is agreed among the parties that the Project is a private development and that the City has no interest therein except as authorized in the exercise of its governmental functions. The Project is more particularly described in the development applications submitted by BSRE to Snohomish County which are hereby incorporated herein by this reference. The parties agree, for the purposes of this study, that net new trips on Segment A generated from the proposed development at Point Wells shall be assumed not to exceed 11,587 average daily trips ("ADT") at the Project access point into Shoreline. This assumption will serve as the basis for the Corridor Study.

The parties have discussed coordination of the Corridor Study with the Snohomish County SEPA review on pending Project applications and understand that the County will incorporate the results of the study in its project environmental impact statement but results of its comments and analysis make it impossible for Snohomish County to commit to adopting the mitigation projects recommended in the Corridor Study in advance of their SEPA review. The parties agree to proceed with the Corridor Study, coordinate the Study with the Snohomish County environmental review and make the reconciliation of mitigation projects, if necessary, as detailed in Section 3B. The workshop meetings schedule in Exhibit B-2 shall be set by mutual agreement as soon as practicable following the Snohomish County EIS scoping process.

Section 2. Public Participation Process.

A. In order to involve the residents most affected by BSRE's proposal in decisions regarding the selection among final road design options, the City shall sponsor and conduct a public participation planning and consultation process (the "Corridor Study") as more particularly described in Exhibit B attached hereto. BSRE shall provide technical and traffic engineering support as further identified in Exhibit B.

B. The traffic modeling to be used in assessing the impacts of the Project, both in the Corridor Study and in future traffic analyses, shall incorporate and be based upon the assumptions and standards set forth in Exhibits B and B-1 hereto.

Section 3. SEPA Actions.

A. The parties intend that the traffic analyses, mitigation projects and supporting studies and documentation shall be conducted in a manner acceptable to Snohomish County and

shall, upon completion, be submitted to the County to assist in the preparation of the project Environmental Impact Statement. The parties further contemplate that the Corridor Study and supporting studies and analysis shall undergo peer review by an independent traffic consultant affiliated with the project SEPA consultant.

B. The City agrees not to oppose any non-construction traffic-related elements of Snohomish County's SEPA process, its permits review or required traffic-related mitigation so long as (i) BSRE complies with the terms of this MOU; and (ii) the results of the Corridor Study are adopted and incorporated by Snohomish County into its permit review and analyses and in any conditions to its permit and development agreement approvals, or, if not, BSRE nonetheless enters into a binding agreement with Shoreline to construct, or have constructed, the agreed traffic mitigation projects.

If the traffic mitigation conditions imposed by Snohomish County preclude construction or duplicates the intended benefits of a mitigation project agreed to by the parties, the parties agree to make reasonable amendments to their mitigation project agreement if the amendment results in equal or greater reduction of impacts identified in the Corridor Study.

C. The City agrees to submit amendments to its Point Wells Subarea and other Elements of the Shoreline Comprehensive Plan which will allow road capacities associated with mitigation measures in the corridor, consistent with recommendations of the Corridor Study, for consideration in the 2013 Shoreline Comprehensive Plan Docket. Amendments proposed as part of the docket should be further amended if necessary to be consistent with recommendations of the Corridor Study and any further agreement between the parties. If approved for the Docket, the amendments will be processed for final action without further cost or expense to BSRE, including necessary SEPA review.

Section 4. Notices.

Notices, demands, correspondence to the City and BSRE shall be sufficiently given by pre-paid first-class mail to the addresses of the parties as follows:

City of Shoreline
City Manager
17500 Midvale Ave. N.
Shoreline, WA 98133-4905

BSRE Point Wells, LP
c/o Doug Luetjen and Gary Huff
Karr Tuttle Campbell
701 Fifth Avenue Suite 3300
Seattle, WA 98104

Notices to subsequent landowners shall be forwarded to the owners of record according to the then current Snohomish County property tax records. The parties hereto may, from time to time, advise the other of new addresses for such notices, demands or correspondence.

Section 5. Exhibits.

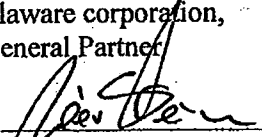
Exhibits to this Agreement are as follows:

- A. Exhibit A – Legal description of BSRE property designated herein as Point Wells.
- B. Exhibits B and B-1 – Scope of Work Regarding Public Participation Process and the assumptions to be incorporated therein.
- C. Exhibit B-2 – Schedule of Public Meetings for Corridor Study.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Understanding to be executed as of the dates set forth below:

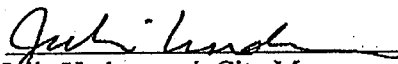
BSRE POINT WELLS, LP,
a Delaware limited partnership

By: BSRE (USA), Inc.,
a Delaware corporation,
its General Partner

By: 
Title: CEO BSRE

Dated: 3.28.13

CITY OF SHORELINE


Julie Underwood, City Manager

Dated: 4-1-2013

APPROVED AS TO FORM:

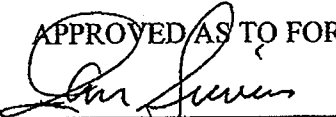

Ian R. Sievers, City Attorney

Exhibit A

Legal Description of Point Wells

See attached.

SHORT PLAT CERTIFICATE
SCHEDULE A

(Continued)

LEGAL DESCRIPTION

THE FOLLOWING DESCRIBED PARCELS A, D, E, F AND G, EXCLUDING (A) ALL BUILDINGS, STRUCTURES, FIXTURES, PIPELINES, TANKS, EQUIPMENT, FENCING, DOCKS, PIERS AND OTHER IMPROVEMENTS OR REPLACEMENTS THEREOF NOW OR HEREAFTER LOCATED ON SUCH REAL PROPERTY, (B) ANY PERSONAL PROPERTY SITUATED THEREON, AND (C) THE AQUATIC LANDS LEASE NO. 20-013465, BETWEEN THE STATE OF WASHINGTON, ACTING THROUGH THE DEPARTMENT OF NATURAL RESOURCES, AND PARAMOUNT OF WASHINGTON, LLC (AS ASSIGNEE OF CHEVRON, U.S.A., INC.):

PARCEL A:

ALL THAT PORTION OF GOVERNMENT LOT 3, LYING WESTERLY OF THE WESTERLY RIGHT OF WAY MARGIN OF THAT CERTAIN STRIP OF LAND CONVEYED TO SEATTLE AND MONTANA RAILWAY COMPANY (NOW KNOWN AS BURLINGTON NORTHERN, INC., A DELAWARE CORPORATION) BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 6220 AND OF TIDE LAND LOT 3, ACCORDING TO THE MAP ON FILE IN OLYMPIA, WASHINGTON, ENTITLED "PLAT OF TIDE LANDS OF THE FIRST CLASS AT THE TOWN OF EDMONDS," SECTION 35, TOWNSHIP 27 NORTH, RANGE 3 EAST, W.M., IN SNOHOMISH COUNTY, WASHINGTON, LYING NORTHERLY OF A LINE DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE WESTERLY LINE OF THAT CERTAIN STRIP OF LAND CONVEYED TO SEATTLE AND MONTANA RAILWAY COMPANY NOW KNOWN AS BURLINGTON NORTHERN, INC., A DELAWARE CORPORATION BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 6220, A DISTANCE OF 1708.20 FEET NORTH OF THE SOUTH BOUNDARY OF SAID SECTION 35 AS PRODUCED FROM THE SOUTHEAST CORNER OF SAID SECTION THROUGH THE SOUTH QUARTER CORNER OF THE SOUTH LINE OF SAID SECTION;
THENCE SOUTH 22° 54' 45" WEST ALONG THE WESTERLY LINE OF SAID RIGHT OF WAY A DISTANCE OF 272.27 FEET TO THE TRUE POINT OF BEGINNING OF THE LINE HEREIN DESCRIBED;
THENCE NORTH 76° 34' 18" WEST 657.50 FEET;
THENCE SOUTH 0° 12' 17" WEST, 193.15 FEET;
THENCE NORTH 87° 02' 52" WEST, 381.34 FEET;
THENCE NORTH 75° 41' 33" WEST TO WEST LINE OF SAID TIDELAND LOT 3 AND THE TERMINUS OF THE LINE HEREIN DESCRIBED.

SITUATE IN THE COUNTY OF SNOHOMISH, STATE OF WASHINGTON.

PARCEL D:

THAT CERTAIN PORTION OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER AND OF GOVERNMENT LOTS 3 AND 4, SECTION 35, TOWNSHIP 27 NORTH, RANGE 3 EAST, W.M., AND OF LOTS 3 AND 4, EDMONDS TIDE LANDS, ACCORDING TO THE MAP ON FILE IN OLYMPIA, WASHINGTON ENTITLED 'PLAT OF TIDE LANDS OF THE FIRST CLASS AT THE TOWN OF EDMONDS, DESCRIBED AS FOLLOWS:

SEE NEXT PAGE

EXTENDED MORTGAGEE LEASEHOLD POLICY
SCHEDULE A

(Continued)

LEGAL DESCRIPTION

BEGINNING AT A POINT ON THE WEST LINE OF THAT CERTAIN STRIP OF LAND CONVEYED TO SEATTLE & MONTANA RAILWAY COMPANY NOW KNOWN AS BURLINGTON NORTHERN, INC., A DELAWARE CORPORATION BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 5277 WHICH IS 748 FEET NORTH OF THE SOUTH LINE OF SAID SECTION, SAID POINT HAVING BEEN LOCATED BY GARDNER, GARDNER AND FISCHER, INC., CIVIL ENGINEERS, AS BEARING NORTH 0°02'39" EAST ALONG THE NORTH AND SOUTH QUARTER SECTION LINE, 748.00 FEET AND NORTH 89°30'46" WEST, PARALLEL WITH THE SOUTH LINE OF SAID SECTION 1381.93 FEET FROM THE QUARTER SECTION CORNER IN THE SOUTH LINE OF SAID SECTION;
 THENCE SOUTHERLY ALONG SAID WESTERLY LINE OF SAID BURLINGTON NORTHERN RAILWAY RIGHT OF WAY 200 FEET, TO A POINT WHICH IS 560.46 FEET NORTH AND 1393.68 FEET WEST OF SAID QUARTER SECTION CORNER;
 THENCE NORTH 89°30'46" WEST PARALLEL WITH THE SOUTH LINE OF SAID SECTION 695.97 FEET TO THE GOVERNMENT MEANDER LINE OF PUGET SOUND, SAID MEANDER LINE BEING THE EASTERLY LINE OF SAID LOT 4 SAID EDMONDS TIDE LANDS;
 THENCE NORTH 46°58'20" WEST ALONG SAID MEANDER LINE 147.44 FEET;
 THENCE NORTH 89°30'46" WEST 163.21 FEET TO THE WESTERLY LINE OF SAID LOT 4, EDMONDS TIDE LANDS;
 THENCE NORTH 41°17'17" WEST ALONG SAID WESTERLY LINE, 86.16 FEET TO AN ANGLE POINT IN SAID LINE;
 THENCE NORTH 11°48'43" EAST ALONG SAID WESTERLY LINE OF LOT 4, AND ALONG THE WESTERLY LINE OF LOT 3 OF SAID EDMONDS TIDE LANDS, 990.54 FEET TO AN ANGLE POINT IN SAID LINE;
 THENCE NORTHEASTERLY ALONG THE SAID WESTERLY LINE OF SAID LOT 3, EDMONDS TIDE LANDS, 359.62 FEET, MORE OR LESS, TO THE MOST WESTERLY CORNER OF THE J. C. VAN ECK TRACT, AS ESTABLISHED BY DECREE ENTERED IN SNOHOMISH COUNTY TITLE REGISTRATION CAUSE NO. 5, ENTITLED J. C. VAN ECK, PLAINTIFF VS. DANIEL HINES (ET AL) DEFENDANTS;
 THENCE SOUTH 67°05'15" EAST ALONG THE SOUTHWESTERLY LINE OF THE SAID VAN ECK TRACT, AS ESTABLISHED IN SAID CAUSE NO. 5, 986.73 FEET, TO A POINT IN THE SAID WESTERLY LINE OF SAID SEATTLE & MONTANA RAILWAY COMPANY'S RIGHT OF WAY;
 THENCE SOUTHWESTERLY ALONG THE SAID WESTERLY RIGHT OF WAY LINE TO THE POINT OF BEGINNING;

TOGETHER WITH TIDELANDS OF THE SECOND CLASS SITUATE IN FRONT OF, ADJACENT TO, OR ABUTTING UPON THE ABOVE DESCRIBED PORTION OF GOVERNMENT LOT 4, AS CONVEYED BY THE STATE OF WASHINGTON BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 758480.

EXCEPT THAT PORTION OF GOVERNMENT LOT 3 AND SAID TIDE LAND LOT 3, LYING NORTHERLY OF A LINE DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE WESTERLY RIGHT OF WAY LINE OF THE BURLINGTON NORTHERN RAILROAD DISTANT 1708.2 FEET NORTH OF THE SOUTH BOUNDARY OF SAID SECTION 35 AS PRODUCED FROM THE SOUTHEAST CORNER OF SAID SECTION THROUGH THE SOUTH QUARTER CORNER ON THE SOUTH LINE OF SAID SECTION;
 THENCE SOUTH 22° 54'45" WEST ALONG THE WESTERLY RIGHT OF WAY LINE 272.27 FEET TO THE TRUE POINT OF BEGINNING OF THE LINE HEREIN DESCRIBED;
 THENCE NORTH 76° 34'18" WEST 657.50 FEET;
 THENCE SOUTH 0° 12'17" WEST, 193.15 FEET;
 THENCE NORTH 87° 02'52" WEST, 381.34 FEET;
 THENCE NORTH 75° 41'33" WEST TO WEST LINE OF SAID TIDELAND LOT 3 AND THE TERMINUS OF THE LINE HEREIN DESCRIBED.

CHICAGO TITLE COMPANY

Policy No.: 5305283C

EXTENDED MORTGAGEE LEASEHOLD POLICY
SCHEDULE A

(Continued)

LEGAL DESCRIPTION

SITUATE IN THE COUNTY OF SNOHOMISH, STATE OF WASHINGTON.

PARCEL E:

PARCEL 2 OF SNOHOMISH COUNTY BOUNDARY LINE ADJUSTMENT RECORDED UNDER AUDITOR'S FILE NUMBER 200405180215, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THAT PORTION OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER AND OF GOVERNMENT LOT 4 AND OF VACATED HEBERLEIN ROAD, ACCORDING TO VOLUME 44 OF COMMISSIONER'S RECORDS, PAGE 44 AND OF A PORTION OF LOT 4, EDMONDS TIDE LANDS, ACCORDING TO THE MAP ON FILE IN OLYMPIA, WASHINGTON ENTITLED "PLAT OF TIDE LANDS OF THE FIRST CLASS AT THE TOWN OF EDMONDS", ALL IN SECTION 35, TOWNSHIP 27, RANGE 3 EAST, W.M., SAID PARCEL MORE PARTICULARLY DESCRIBED AS FOLLOWS: (THE BEARINGS OF THIS PARCEL DESCRIPTION ARE BASED ON THE WASHINGTON COORDINATE SYSTEM, NORTH ZONE, NAD 83-91)

COMMENCING AT THE SOUTH QUARTER CORNER OF SAID SECTION 35;
THENCE NORTH 01°11'56" EAST ALONG THE NORTH-SOUTH CENTERLINE OF SAID SECTION A DISTANCE OF 991.97 FEET (60 RODS BY DEED);
THENCE NORTH 88°33'35" WEST A DISTANCE OF 943.19 FEET TO THE POINT OF BEGINNING OF THIS PARCEL DESCRIPTION;
THENCE SOUTH 01°11'56" WEST A DISTANCE OF 455.24 FEET;
THENCE SOUTH 88°33'35" EAST A DISTANCE OF 422.92 FEET;
THENCE SOUTH 01°11'56" WEST A DISTANCE OF 20.00 FEET;
THENCE SOUTH 88°33'35" EAST A DISTANCE OF 490.27 FEET TO THE WEST MARGIN OF 116TH AVENUE SW;
THENCE SOUTH 01°11'56" WEST ALONG SAID MARGIN A DISTANCE OF 34.70 FEET;
THENCE NORTH 88°33'35" WEST A DISTANCE OF 616.67 FEET;
THENCE NORTH 01°11'56" EAST A DISTANCE OF 34.70 FEET;
THENCE NORTH 88°33'35" WEST A DISTANCE OF 453.60 FEET;
THENCE SOUTH 01°11'56" WEST A DISTANCE OF 259.23 FEET;
THENCE NORTH 88°33'35" WEST A DISTANCE OF 153.56 FEET, MORE OR LESS, TO THE EASTERLY RIGHT OF WAY LINE OF THE SEATTLE AND MONTANA RAILWAY COMPANY, NOW KNOWN AS THE BURLINGTON NORTHERN SANTA FE RAILWAY AND A POINT HEREINAFTER KNOWN AS POINT "A";
THENCE ALONG SAID EASTERLY RIGHT OF WAY LINE THE FOLLOWING COURSES AND DISTANCES:
NORTH 05°29'24" WEST A DISTANCE OF 153.31 FEET;
THENCE NORTH 01°36'06" WEST A DISTANCE OF 65.00 FEET TO THE BEGINNING OF A 1382.70 FOOT RADIUS TANGENT-CURVE TO THE RIGHT;
THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 21°46'17" AN ARC DISTANCE OF 525.40 FEET;
THENCE NORTH 88°33'35" WEST A DISTANCE OF 1.50 FEET;
THENCE NORTH 24°02'46" EAST A DISTANCE OF 265.00 FEET;
THENCE SOUTH 31°23'34" EAST A DISTANCE OF 291.15 FEET TO THE POINT OF BEGINNING;
TOGETHER WITH A PARCEL LYING WESTERLY OF SAID RAILWAY AND COMMENCING AT AFORESAID POINT "A";
THENCE NORTH 88°33'35" WEST A DISTANCE OF 107.79 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF SAID RAILWAY AND THE POINT OF BEGINNING;

EXTENDED MORTGAGE LEASEHOLD POLICY
SCHEDULE A

(Continued)

LEGAL DESCRIPTION

THENCE CONTINUING NORTH 88°33'35" WEST A DISTANCE OF 414.54 FEET, MORE OR LESS, TO THE GOVERNMENT MEANDER LINE;
THENCE SOUTH 45°57'35" EAST ALONG SAID LINE A DISTANCE OF 14.77 FEET;
THENCE NORTH 88°33'35" WEST A DISTANCE OF 240.88 FEET TO THE WESTERLY LINE OF SAID LOT 4 OF EDMONDS TIDE LANDS;
THENCE NORTH 40°07'35" WEST ALONG SAID LINE A DISTANCE OF 551.68 FEET;
THENCE SOUTH 88°33'35" EAST A DISTANCE OF 158.05 FEET TO SAID MEANDER LINE;
THENCE SOUTH 45°57'35" EAST ALONG SAID LINE A DISTANCE OF 147.44 FEET;
THENCE SOUTH 88°33'35" EAST A DISTANCE OF 710.85 FEET, MORE OR LESS TO SAID WESTERLY RIGHT OF WAY LINE AND THE BEGINNING OF A 1004.93 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT;
THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 04°52'56" AN ARC DISTANCE OF 85.63 FEET;
THENCE SOUTH 05°29'24" EAST A DISTANCE OF 219.22 FEET TO SAID POINT "A" AND THE POINT OF BEGINNING.

SITUATE IN THE COUNTY OF SNOHOMISH, STATE OF WASHINGTON.

PARCEL F:

ALL THAT PORTION OF GOVERNMENT LOT 4, SECTION 35, TOWNSHIP 27 NORTH, RANGE 3 EAST, W.M., DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTH QUARTER CORNER OF SAID SECTION 35;
THENCE NORTH 0°21'27" EAST 247.50 FEET;
THENCE NORTH 89°00' WEST ALONG THE NORTH LINE OF PROPERTY CONVEYED TO ELIZABETH JANE SPENCER BY DEED RECORDED IN VOLUME 5 OF DEEDS, PAGE 264, 1100.27 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;
THENCE NORTH 10 FEET TO A POINT ON THE SOUTH LINE OF PROPERTY CONVEYED TO NORTH AMERICAN TERRA COTTA TILE BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 81850;
THENCE NORTH 89°00' WEST ALONG THE SOUTH LINE OF SAID NORTH AMERICAN TERRA COTTA TILE PARCEL TO THE MEANDER LINE OF SAID SECTION 35;
THENCE SOUTH 44°57'35" EAST, ALONG THE SAID MEANDER LINE 14.77 FEET TO A POINT WHICH IS 10 FEET SOUTH OF AND PARALLEL TO THE LINE LAST ABOVE DESCRIBED;
THENCE SOUTH 89°00' EAST TO THE POINT OF BEGINNING;

EXCEPT THAT PORTION OF SAID PREMISES LYING EASTERLY OF THE WESTERLY LINE OF THE SEATTLE & MONTANA RAILWAY COMPANY'S RIGHT OF WAY, NOW KNOWN AS BURLINGTON NORTHERN, INC., A DELAWARE CORPORATION, AS CONVEYED BY DEEDS RECORDED UNDER AUDITOR'S FILE NUMBERS 5277 AND 120070;

TOGETHER WITH TIDELANDS OF THE SECOND CLASS SITUATE IN FRONT OF, ADJACENT TO, OR ABUTTING UPON THE ABOVE DESCRIBED PARCEL F, AS CONVEYED BY THE STATE OF WASHINGTON RECORDED UNDER AUDITOR'S FILE NUMBER 758480.

SITUATE IN THE COUNTY OF SNOHOMISH, STATE OF WASHINGTON.

EXTENDED MORTGAGEE LEASEHOLD POLICY
SCHEDULE A

(Continued)

LEGAL DESCRIPTION**PARCEL G:**

ALL THAT PORTION OF GOVERNMENT LOT 4, SECTION 35, TOWNSHIP 27 NORTH, RANGE 3 EAST, W.M., AND OF LOT 4 EDMONDS TIDELANDS ACCORDING TO THE MAP ON FILE IN OLYMPIA, WASHINGTON ENTITLED "PLAT OF TIDE LANDS OF THE FIRST CLASS AT THE TOWN OF EDMONDS, LYING WESTERLY OF THAT CERTAIN STRIP OF LAND CONVEYED TO SEATTLE & MONTANA RAILWAY COMPANY, NOW KNOWN AS BURLINGTON NORTHERN, INC., A DELAWARE CORPORATION BY DEED RECORDED UNDER AUDITOR'S FILE NUMBER 5662 AND SOUTH OF A LINE WHICH IS PARALLEL TO AND DISTANT 247.5 FEET NORTH OF THE SOUTH LINE OF SECTION 35 AS PRODUCED FROM THE SOUTHEAST CORNER OF SECTION 35 THROUGH THE QUARTER CORNER ON THE SOUTH LINE OF SAID SECTION;

EXCEPT THAT PORTION CONTAINED IN ORDER ADJUDICATING PUBLIC USE AND NECESSITY UNDER SNOHOMISH COUNTY SUPERIOR COURT CAUSE NO. 05-2-13678-1, AS FOLLOWS:
COMMENCING AT THE SOUTH QUARTER CORNER OF SAID SECTION 35;
THENCE ALONG THE SOUTH LINE OF SAID SECTION, NORTH 88°33'35" WEST 1306.22 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF THE BURLINGTON NORTHERN SANTE FE RAILWAY AND THE TRUE POINT OF BEGINNING;
THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE, NORTH 05°29'24" WEST 221.33 FEET;
THENCE NORTH 88°33'35" WEST 64.24 FEET;
THENCE SOUTH 83°44'46" WEST 150.85 FEET;
THENCE SOUTH 55°49'32" WEST 62.29 FEET;
THENCE SOUTH 40°13'07" EAST 218.50 FEET TO SAID SOUTH LINE;
THENCE ALONG SAID SOUTH LINE, SOUTH 88°33'35" EAST 145.84 FEET TO THE TRUE POINT OF BEGINNING.

SITUATE IN THE COUNTY OF SNOHOMISH, STATE OF WASHINGTON.

EXHIBIT B

Richmond Beach Neighborhood Corridor Study For Point Wells Traffic Impacts

I. General:

- a. The objective of this study is to designate mitigation for traffic impacts of the BSRE Point Wells, LLP ("BSRE") Point Wells development which will create or improve multimodal mobility for pedestrians, bicyclists, transit riders, trucks and vehicles using the Richmond Beach Road Corridor which will maintain and improve safety for all users and compliance with ADA regulations.
- b. Deliverables will be a mitigation list linked to traffic trip benchmarks for phased development during the AM or PM peak hour, whichever is greater and to mitigate impacts to current pavement conditions due to construction.
- c. The City of Shoreline shall sponsor and facilitate a series of workshops with the neighborhood directly impacted by traffic volume increases resulting from the Point Wells project. BSRE's traffic engineers shall provide technical support. The objective is in part to conduct a public participation program to inform the consideration of amendments to the City's Point Wells subarea plan and capital facilities plans including traffic levels of service and road projects needed to mitigate these traffic volumes. Public participation in the Corridor Study should develop consensus with respect to the preferred improvements to address issues identified in the Corridor and adjoining streets, including necessary traffic controls, sidewalks, and roadway modifications.
- d. The Corridor Study assumptions to be utilized in the Public Participation Process are set forth in Exhibit B-1.

II. Public Participation Process:

- a. The public participation program will be completed in two segments (collectively "Corridor"). The Richmond Beach Drive NW component of this public participation effort is intended to focus on Richmond Beach Drive NW from the site access to the intersection of Richmond Beach Drive NW and NW 195th Place, NW 195th Place, and also NW 196th St between Richmond Beach Dr NW and 24th Ave NW (Segment A).
- b. The second component will address the balance of the Corridor including NW 196th Street east of 24th Ave NW, NW Richmond Beach Road, N 185th Street to Aurora Ave. N. (Segment B).

- c. Any of the public participation workshops or meetings for the two segments could be conducted at the same location and time, but would have to be agreed upon by both BSRE and the City.
- d. Meetings are anticipated to occur at a location provided by the City. Workshop durations are expected to be between 90 and 120 minutes long. No public agency elected officials shall have workshop responsibilities, although they may observe. The tentative schedule of workshops and topics is attached as Exhibit B-2.
- e. BSRE will provide traffic data, maps, and conceptual plans it has already developed to support this effort. The City shall retain an independent third party to act as facilitator.
- f. Workshops for both segments should evaluate:
 - Alternative traffic controls at intersections including new signals and roundabouts
 - Sidewalks and walkability improvement elements, including completion of sidewalk system where missing
 - On-street parking alternatives
 - Landscaping alternatives
 - ADA access plan elements, including intersection, midblock and driveway features
 - Any transit elements related to corridor design
- g. It is anticipated that Segment A is more sensitive to traffic impacts and mitigation for additional traffic on this segment should be developed first. Traffic mitigation proposals for Corridor safety, driveway access, pedestrian use, transit availability and right-of-way expansion should be based upon the following criteria. The level of service shall be calculated with the delay method described in the Transportation Research Boards Highway Capacity Manual 2010 or its updated versions; provided however, that for the purposes of this study, the net new trips on Segment A generated from the proposed development at Point Wells shall be assumed not to exceed 11,587 ADT:

- Segment A:
- 1) No increase in existing right-of-way width except to accommodate bus stops and intersection improvements.
 - 2) A gap analysis and sight distance analysis should be performed on "problem" driveways in Segment A and modeled with VISSIM for public demonstration. The following assumptions shall apply in evaluating the changed circumstance:
 - a) For left and right turns into driveways -- use the HCM LOS without modification for segment delays.
 - b) For "forward" moving exiting driveway turns use HCM.

c) For driveways that require "backing out" -- use the HCM methodology, but increase the acceptable gap to reflect the additional time needed to back out and then move forward (HCM gap plus 3 seconds).

Mitigation/design features to assist in driveway ingress/egress where gap improvement is needed:

- i. Design to a 25mph speed limit -- include physical features to manage speed.
- ii. Center left turn lanes, parking lanes, bike lane.
- iii. Turnaround/roundabout at north city limit line vicinity.
- iv. Modify "problem" driveways to allow forward out movements.
- v. Signal installation or modifications to create gaps.
- vi. Or other modification mutually agreed between City and BSRE.

3) LOS D for intersections with no through movement less than E and a street segment V/C ratio no greater than 0.9. The V/C ratio for segments will be based upon a functional classification consistent with the mitigated roadway section.

4) A continuous ADA compliant non-motorized facility will be located on at least one side of Richmond Beach Drive NW of sufficient width to accommodate anticipated non-motorized demand with a buffer between the facility and the travel lane that could be a landscape strip, parking strip shoulder/bike lane or widened sidewalk.

5) Regularly spaced bus stops.

6) Conceptual design of traffic calming measures to limit cut-through traffic on neighborhood streets including NW 197th St, NW 198th St, and NW 199th St.

7) Sufficient design of Segment A to show roadway layout, driveway reconfigurations, location of rockeries or retaining walls, alternative properties access and modifications to landscaping in the right-of-way.

Segment B:

1) Increases in right-of-way at intersections only as needed to meet the preferred alternative or concurrency.

2) Residential and commercial driveway access will be preserved and traffic controls established to allow reasonable access into and out of driveways consistent with similarly classified streets in Shoreline.

3) LOS D for intersections with no through movement less than E and a street segment V/C ratio no greater than 0.9. The V/C ratio for segments will be based upon a functional classification consistent with the mitigated roadway section.

4) ADA compliant non-motorized facilities will be provided to fill any gaps in non-motorized connectivity.

5) Regularly spaced bus stops.

1. Segment A Workshop 1 – Neighborhood Concerns.

- a. The objective of this meeting is to ensure that BSRE and the City come away with a complete understanding of neighborhood concerns relative to the increased traffic and the widened roadway design on Richmond Beach Drive NW and on NW 196th St to 24th Ave NW.
- b. The Richmond Beach Drive meetings will include facilitated work groups of 6-10 people each with the objective of establishing key neighborhood concerns. Maps will be used to allow identification of existing problems and locations of concerns.
- c. The facilitators will help the groups to focus on major areas of concern including safety, transit access, driveway operations, intersection LOS, non-motorized accommodation, parking, noise, and landscaping. Each group will report its concerns to the others and a combined list of concerns will be generated. The assembly will then be asked to prioritize the listed concerns as a group exercise.

2. Segment A Workshop 2 – Potential Solutions

- a. DEA will develop a range of solutions to address the prioritized concerns developed in Meeting 1. The solutions will be in the form of generic cross sections showing various methods of addressing neighborhood concerns. Cross-sections will include various combinations of travel lanes, shoulders, parking lanes, sidewalks, medians and landscaping to address the concerns. DEA will also present an aerial photo (or plan view) showing the impacts of potential improvements relative to existing ROW and topography to help establish the feasibility of various options.
- b. The meeting will include facilitated work groups of 6-10 people each with the objective of identifying the preferred cross-section(s) to address the prioritized concerns. The facilitators will help the groups explore the impacts of various options within the corridor.
- c. Each group will develop a potential improvement plan for Richmond Beach Drive NW and will present its plan to the others. The assembly will then be asked to rate each plan relative to the prioritized concerns from the initial meeting. The assembly will then be asked to choose a preferred concept, or combination of concepts for further development.

3. Segment A Workshop 3 – Present Proposed Improvement Concept

- a. DEA will prepare a conceptual drawing of the preferred plan developed in Meeting 2. The plan will show the roadway alignment within the ROW, lane widths, shoulder widths, sidewalk locations and widths, potential wall locations, driveways, mailbox locations, transit stops, crosswalks, medians, intersection controls and landscaping.
- b. The meeting will take the form of facilitated work groups of 6-10 people each with the objective of reviewing the proposed preferred improvement concept, confirming that it addresses the prioritized concerns, and offering suggestions and refinements to improve the concept. The facilitators will help the groups evaluate the concept by answering questions about alignment, ROW or other technical issues.
- c. Each group will present its evaluation of the proposed improvement concept. The assembly will then be asked to choose a preferred concept, or combination of concepts.

4. Segment B- Meetings 1 and 2.

- a. The objective of these meetings is to ensure that BSRE and the City come away with a complete understanding of neighborhood concerns relative to the increased traffic on this segment of the Corridor and adjoining streets.
- b. The meetings will focus on improvements in principal arterial segments and adjoining streets which meet metrics listed above as traffic limiting factors.
- c. The format in soliciting and finalizing a preferred concept for Corridor improvements and other traffic controls or modifications of adjoining streets shall follow the Workshops format for Segment A.
- d. Combined Corridor Outcome Presentation. The City will hold an open house where citizens can view and comment on the final recommendations for the Corridor Study Area. BSRE need not participate in this meeting. This open house will be held prior to the Final Presentation to Council.

5. Final Presentation – Present Final Improvement Concept

- a. DEA will prepare a conceptual drawing of the final Corridor plan based on feedback from final meetings on both segments. DEA will assist City staff in making a presentation summarizing the workshop process. The presentation will recap the outcome of each meeting and how the information and feedback from each meeting was incorporated into the final improvement concept. This presentation will be made to City Council at a regular scheduled meeting to provide a broader public presentation of the workshop outcome, given that acceptance of the study will be a prerequisite to actions on Comprehensive Plan changes and a Municipal Services Agreement that will affect the entire City.

- b. The Traffic study and modeling will establish AM and PM peak hour demands, plus the corresponding mitigation required for the maximum trips permitted for the final build out of the project. The modeling output will be required to include for each phase the following; 1) base traffic without the project, 2) base plus project without mitigation, 3) base plus project traffic with mitigation. Once BSRE finalizes its proposed phasing and construction timetable, the results of such modeling will be used to assign a maximum peak hour trip count for each phase of the project.

- c. Council shall have Comprehensive Plan amendments for the Point Wells Subarea Plan, Capital Facilities Plan and Capital Improvement Plan docketed for 2013. If the Corridor Plan is acceptable it shall be considered in amendments to these Comprehensive Plan elements and the Municipal Services Agreement for the BSRE Point Wells project.

EXHIBIT B-1

Corridor Study General Scope and Assumptions

I. Study Assumptions:

- Acceptance of intersections and significant routes listed in Section IV below as the study area for the traffic model.
- Background traffic growth rate of ¼ percent per year.
- Use City of Shoreline's regional trip distribution per DKS model for existing and future modeling (2010 version).
- AM and PM peak hours will be modeled.
- As left turn gap analysis is evaluated for Segment A, it should include graphic simulation with Sim Traffic or VISSIM models.
- All improvements will be in accordance with the City of Shoreline adopted Codes and or other mutually acceptable Engineering Standards to the extent they do not conflict with the assumptions and objectives set herein.

II. Documentation of Existing Conditions.

- Use 2010 or newer traffic volume data, and peak-hour turning movements.
- Use most recent complete five year accident history.
- Complete a reconciliation of existing plats and surveys or conduct additional survey, through a Licensed Surveyor, to create an aerial map from NW 197th north to the King County/Snohomish County Line that has the same level of accuracy as the aerial maps for the rest of the Corridor. Develop a base map using aerial photography for the corridor, updated with the reconciliation above, that includes: existing right-of-way widths, topography (where needed), pavement width and edge of pavement, additional right-of-way infrastructure including sidewalks, drainage facilities, driveway access, etc.; locations and details of traffic control devices (signs, striping, guardrails, etc.).

III. Intersections and Roadways Identified for Analysis

<u>Intersections identified for analysis</u>
Meridian Ave N and N 185th St
Meridian Ave N and N 175th St
SR99 and N 205th St (244th St SW)

SR99 and N 200th St
SR99 and N 192nd St
SR99 and N 185th St
SR99 and N 175th St
SR99 and N 165th St
Fremont Ave N and N 205th St (244th St SW)
Fremont Ave N and N 200th St
Fremont Ave N and N 185th St
Fremont Ave N and N 175th St
Fremont Ave N and N 165th St
Dayton Ave N and N Richmond Beach Rd
Dayton Ave N and N 172nd St
Dayton Ave N and Carlyle Hall Rd NW
3rd Ave NW and NW 205th St (244th St SW)
3rd Ave NW and NW 200th St
3rd Ave NW and NW 195th St
3rd Ave NW and NW Richmond Beach Rd
100th Ave W and SR 104
8th Ave NW and NW 205th St (244th St SW)
8th Ave NW and NW 200th St
8th Ave NW and NW 195th St
8th Ave NW and NW Richmond Beach Rd
15th Ave NW and NW Richmond Beach Rd
Woodway Park Rd and Algonquin Rd
Woodway Park Rd and 238th St SW
Timber Ln and 238th St SW
20th Ave NW and NW 195th St
24th Ave NW and NW 196th St
Richmond Beach Dr NW and NW 196th St
<u>Routes identified for analysis</u>
Richmond Beach Drive NW: Woodway City Limits to NW 196th Street
NW 196th St: NW Richmond Beach Dr to 20th Ave NW
NW 195th St/NW Richmond Beach Rd: 20th Ave NW to 8th Ave NW
NW Richmond Beach Rd: 8th Ave NW to SR 99
8th Ave NW/NW 180th St/6th Ave NW: Richmond Beach Rd to N 175th Street
Dayton Ave N: N Richmond Beach Road to Carlyle Hall Rd NW

Fremont Ave N: N 175th St to N 185th St
Fremont Ave N: N 185th St to 244th St SW
20th Ave NW/Timber Lane/238th St SW: NW 196th St to Woodway Park Road
Woodway Park Road: 238th Street SW to Algonquin Road
244th Street SW: 100th Avenue W to SR 99
8th Avenue NW: Richmond Beach Road to 244th Street SW
3rd Avenue NW : Richmond Beach Road to 244th Street SW
100th Avenue W: 244th Street SW to SR 104
SR 99: 224th Street SW to N 185th Street
SR 99: N 165th Street to N 185th Street

EXHIBIT B-2

Public Meeting Schedule for Corridor Study

Meeting #	Date	Segment	Goal/Purpose	Location/Time
1		B (A is also invited)	<p>Overall Introduction on process.</p> <p>Overview of data on the corridor – accidents, volumes, LOS, etc.</p> <p>Small group facilitated breakouts to identify corridor issues, challenges, opportunities, neighborhood concerns, and criteria for evaluating concepts.</p>	
2		A	<p>Overall introduction.</p> <p>Overview of data, maps with ROW.</p> <p>Small group facilitated breakouts to identify specific issues including driveways, access, parking, landscaping, noise, etc. Many of the comments will be site specific. Concerns will be prioritized.</p>	
3		A	<p>Consultant will provide potential improvements addressing findings from Meeting #2.</p> <p>Small groups discuss potential solutions considering priorities identified last meeting.</p> <p>Each group will develop improvement plan. Report back. Full group will choose preferred concept(s) for further development.</p>	

4		B	<p>Consultant will present proposed concepts for improvements.</p> <p>Small groups will review and comment, identifying suggestions for improvements. Small group will select preferred concept.</p> <p>Report back.</p> <p>Large group recommends preferred concept. Selects spokesperson (s).</p>	
5		A	<p>Consultant will present a conceptual drawing(s) of preferred plan developed at Meeting #4.</p> <p>Small groups will evaluate and comment, and identify suggestions to improve.</p> <p>Report back.</p> <p>Large group recommends preferred concept. Selects spokesperson (s).</p>	
6		A + B	<p>Spokespersons from A and B will present their recommendations and preferred concept to the full group.</p> <p>Full group will discuss, comment and suggest any modifications.</p>	

Segment A = Richmond Beach Drive from 205th to 195th/196th, and 195th/196th from Richmond Beach Drive to 24th NW

Segment B = NW Richmond Beach Road (all other segment names) from 24th Ave NW to Aurora Ave N

Meeting Times: all meetings will be open at 6:30 with 30 minutes to mingle, settle in and speak one-on-one with staff/consultants. Agenda will begin at 7 pm, and conclude promptly at 9 PM.

