

**TERM SHEET  
BETWEEN THE CITY OF SEATTLE AND SOUND TRANSIT  
IN ANTICIPATION OF AGREEMENTS REGARDING CAPITOL HILL TRANSIT ORIENTED  
DEVELOPMENT**

Upon execution of this Term Sheet, the parties will immediately enter into good-faith negotiations to resolve any remaining questions and produce the necessary binding agreements, including a development agreement as authorized in SMC 23.61.016, consistent with the terms described below. The City and Sound Transit recognize that any binding agreements will be subject to approval by the City Council and Sound Transit Board and must comply with applicable federal guidelines. Additional issues not addressed in this Term Sheet may be identified and included in the binding agreements.

This Term Sheet does not bind the parties to specific actions, decisions, or approvals, but rather is a commitment to negotiate in good faith an agreement consistent with the terms described below. The parties will strive to complete the binding agreements before April 30, 2013. If the parties are not able to complete binding agreements consistent with this Term Sheet after negotiating in good faith, neither party shall be further bound by this Term Sheet.

Upon completion of the binding agreements contemplated herein, Sound Transit intends to proceed with the RFQ/P process to select qualified TOD development proposals with a goal of completing that process and selecting qualified proposals before March 31, 2014. The development agreement, or other agreement, will include options that allow the parties to modify or terminate such agreement in the event that Sound Transit determines that the RFQ/P process fails to result in satisfactory TOD development proposals or contracts.

**UNDERLYING PROJECT ASSUMPTIONS**

1. The Capitol Hill TOD development agreement will:
  - Maximize the transit ridership and development potential on the sites
  - Provide affordable housing options that support the diversity of the neighborhood
  - Set forth the applicable development standards and any variations from otherwise applicable development regulations
  - Vest development on the property for a period up to 10 years
  - Be recorded against the property and be subject to modification only by mutual agreement
2. The Coordinated Development Plan prepared by Sound Transit provides site development detail and guidance intended to obtain the goals described herein including a minimum development height of 74'11".
3. The development agreement will provide that TOD developers may build structures up to the 85' height limit, provided, the developer provides additional affordable units above the minimum requirement or extends the duration of affordability above and beyond the minimum requirements outlined in the term sheet.
4. Existing station MUP approvals are not altered or substituted by the binding agreements.

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| <b>LAND VALUATION</b>  |   |
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| <p>The parties acknowledge that Sound Transit must receive fair market value for its properties as determined by the sales comparable appraisal method and approved by the Federal Transit Administration, and completed prior to the release of each site's RFP. Site B-North will be appraised as property with a NC3-40 zoning designation; all other sites will be appraised at highest and best use.</p>  |   |
| <b>COORDINATED DEVELOPMENT PLAN</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| <p>Sound Transit's Capitol Hill Station TOD Coordinated Development Plan (CDP) depicts the expected siting and massing of non-transit facilities as allowed by the Development Agreement, including encumbrances and conditions running with the land for each parcel that govern minimum height, use, design, assignments of rights, and other covenants, conditions and restrictions, as required by Sound Transit and advocated by the Urban Design Framework's vision and concepts as depicted in the CDP.</p> |   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| <p>An approved Development Agreement for all Capitol Hill Station TOD parcels that provides future certainty for the agency, property developers/owners, and the community and maximizes the potential for increased ridership above what can be expected if development occurs under the existing land use regulations and codes.</p>   | <p>Development standards that vary from otherwise applicable development regulations by providing, among other things, additional development capacity above the residential production allowed under current land use regulations, and associated SEPA documentation and/or determination.</p> |
| <b>DEVELOPMENT SITE STATISTICS - AFFORDABLE HOUSING</b>  |   |
| <b>EXCLUSIVE AFFORDABLE HOUSING SITE B-NORTH</b>   |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| <p>Site B-North to be offered competitively in the RFQ/P process to not-for-profit developers as a 100% exclusive affordable housing site for households at or below 60% of area median income.</p>  | <p>A 100% exclusive affordable housing site, eligible for Seattle Housing Levy funding for not-for-profit development and ownership, appraised at NC3-40' per Federal Transit Administration (FTA) Fair Market Value (FMV) comparable sales appraisal requirements.</p>                         |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| <p>Site B-South building height increase to a maximum height of 85' and a minimum height of 74'11" for market-rate development.</p>  | <p>Site B-South building height increase to a maximum of 85' and a minimum height of 74'11" for market-rate development on Site B-South, based on FTA FMV comparable sales appraisal regulations.</p>   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| <p>The City's participation in RFQ/P process for affordable housing site (B-North) to evaluate and negotiate proposals for City financing for affordable housing.</p>  | <p>Early RFQ notification of and evaluation panel participation in scoring the not-for-profit proposals for affordable housing on Site B-North.</p>   |

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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| Early notification of and evaluation panel participation in evaluating the funding proposal for Site B North received by the City through its Seattle Notice of Funding Availability process.  | City of Seattle financial resources, including the Seattle Housing Levy and other financial resources, consistent with applicable law, subject to City of Seattle funding policies and guidelines, and subject to appropriation, to be available to assist in affordable housing funding for Site B-North.   |
| <b>MARKET RATE BUILDINGS</b>   |  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| Property encumbrance on each market rate site for market rate developer to provide 12 years of restricted rents for 20% of units. Rent restrictions consistent with MFTE Program requirements in effect at the time of project development. Units produced at the same quality and the same proportion of unit types as each project as a whole.                             | Production of 20% of total market rate units as affordable for 12 years, toward the community desired UDF affordable housing goal.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| Increase in height to a maximum height of 85' and a minimum height of 74'11" for Sites A, C, and D (if site D is not developed under the Seattle Central Community College Major Institution Overlay – see Site D alternatives below).   | Multifamily Property Tax Exemption Program: available to developers; offers a property tax exemption for up to 12 years for all housing units (exemption for housing improvements only; not including land or non-housing uses within buildings) in return for reduced rents for at least 20% of the units. Affordability provided for a maximum of 12 years, consistent with State law. |
| <b>AFFORDABLE HOUSING BONUS</b>  |  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| In order to achieve the maximum possible number of affordable housing units, developer shall have the option to receive RFQ/P bonus points for providing additional affordable units up to 50% of total units per market rate site and/or an increase in the duration of affordability, up to 50 years.  | Response to community objective to produce sufficient affordable units for up to 50 years to achieve the UDF affordable housing goal.  |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| A height increase of up to 85'.  | A height increase of up to 85'.  |
| <b>DEVELOPMENT SITE CAPACITY - BUILDING DESIGN &amp; LAND USE</b>  |  |
| <b>SITE A</b>  |  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| Site A market-rate parcel offered competitively, not to exceed a Floor Area Ratio (FAR) of 6.0, at a site area of 45,978 s.f.; underground parking not to exceed 210 spaces, and a residential parking ratio no higher than .7/unit. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units. | Site development at or below 6.0 FAR and building design and land use considerations including those that address the Urban Design Framework (UDF) vision for massing, density, publicly accessible open space, pedestrian pass-throughs, and parking.   |

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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Site A built at a maximum height of 85' and a minimum height of 74'11". Layout configuration may include ground floor retail windows between 15 and 20' and five 10' residential floors as described in the CDP.   | Development flexibility beyond that out-right permitted in existing codes and regulations, including height and massing, to include developer's option to build to a height of 85' to allow an additional floor.              |
| <b>SITE B - NORTH</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Site B-North offered competitively as an exclusive affordable housing parcel not to exceed an FAR of 6.0, at a site area of 17,158 s.f. with a 10 <sup>th</sup> Avenue shared underground parking access with Site B-South owner. Residential Parking ratio not to exceed 0.7/unit. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units. Appraisal at NC3-40; RFQ/P preference for providing stoops on west building facade facing Nagle Place Extension and developer requirement to provide stoops on east building facade facing 10 <sup>th</sup> Avenue East. | Site development at or below 6.0 FAR and building design and land use considerations including those that address the UDF vision for massing, density, publicly accessible open space, pedestrian pass-throughs, and parking. |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Increased building height on Site B-South to a maximum height of 85' and a minimum height of 74'11" for market-rate development as depicted in the CDP. Height on Site B-South will match the height the City provides on Site B-North.  | Development flexibility beyond that out-right permitted in existing codes and regulations, including height and massing, to include developer's option to build to a height of 85'.   |
| <b>SITE B - SOUTH</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Site B-South market-rate parcel not to exceed an FAR of 6.0, at a site area of 16,699 s.f.; a 10 <sup>th</sup> Avenue shared underground parking access with Site B-North owner. Residential parking ratio not to exceed 0.7/unit. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units. RFQ/P preference for providing stoops on west building facade facing Nagle Place Extension and developer requirement to provide stoops on east building facade facing 10 <sup>th</sup> Avenue East.   | Site development at or below 6.0 FAR and building design and land use considerations including those that address the UDF vision for massing, density, publicly accessible open space, pedestrian pass-throughs and parking.  |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Increased building height on Site B-South to a maximum height of 85' and a minimum height of 74'11", consistent with building height given on Site B-North.  | Development flexibility beyond that out-right permitted in existing codes and regulations, including height and massing, to include developer's option to build to a height of 85'.   |

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| <b>SITE C</b>   |   |
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| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| Site C market-rate parcel, not to exceed an FAR of 6.0, at a site area of 17,231 s.f.; underground residential parking not to exceed .7/unit. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units.   | Site development at or below 6.0 FAR and building design and land use considerations including those that address the UDF vision for massing, density, publicly accessible open space, and parking.                                   |
| <b>ST RECEIVES</b>  | <b>CITY PROVIDES</b>  |
| Increased building height on Site C to a maximum height of 85' and a minimum height of 74'11" to include ground floor retail windows between 15 and 20' high.   | Development flexibility beyond that out-right permitted in existing codes and regulations, including height and massing, to include developer's option to build to a height of 85'.   |
| <b>SITE D – ALTERNATIVE 1 OF 3 COMPETITIVE OFFERING</b>   |   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| Site D as a market rate parcel offered competitively, not to exceed an FAR of 6.0; at a site area of 10,423 s.f.; underground residential parking not to exceed a residential parking ratio of .7/unit. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units. | Site development at or below 6.0 FAR and building design and land use considerations including those that address the UDF vision for massing, density, publicly accessible open space and parking.                                    |
| <b>ST RECEIVES</b>  | <b>CITY PROVIDES</b>  |
| Increased building height on Site D to a maximum height of 85' and a minimum height of 74'11" in the portion outside of the Seattle Central Community College MIO, for market-rate development, to include ground floor retail windows between 15 & 20' high.   | Development flexibility beyond that out-right permitted in existing codes and regulations, including height and massing, to include developer's option to build to a height of 85' outside the Seattle Central Community College MIO. |
| <b>SITE D, ALTERNATIVE 2 OF 3 – SCCC NEGOTIATED PROPOSAL- EDUCATION BUILDING</b>  |   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| Site D – Seattle Central Community College Negotiated Offering Alternate - parcel not to exceed FAR, or height set by the SCCC MIO for construction of a public education use building that may combine Site D's 10,423 square feet with the southerly abutting College property to achieve maximum lot coverage of both properties.            | A compatible and coordinated approach to including the ST parcel into the MIO, providing certainty for Broadway frontage development in keeping with the UDF vision.  |
| <b>ST RECEIVES</b>  | <b>CITY PROVIDES</b>  |
| Maximum allowable site coverage and density under the Seattle Central Community College MIO for an educational use that encourages increased transit ridership.   | Maximum allowable site coverage and density under the Seattle Central Community College MIO for an institutional related use that encourages increased transit ridership.   |

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| <b>SITE D, ALTERNATIVE 3 OF 3 – SCCC NEGOTIATED PROPOSAL- STUDENT HOUSING</b>  |   |
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| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Seattle Central Community College Negotiated Offering Alternative – Student Housing, not to exceed FAR, or minimum height provided in Development Agreement for construction of 100% student housing that need not combine the 10,423 square foot Site D with the southerly abutting College property.   | Maximum allowable lot coverage and minimum height allowed in Development Agreement.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Maximum allowable site coverage and density under the Development Agreement for a residential educational use that encourages increased transit ridership.   | Maximum FAR (6.0) and minimum height (74’11”).  |
| <b>DEVELOPMENT SITE STATISTICS - COMMUNITY CENTER</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| ST will include RFQ/P bonus points for site proposals that include financial commitments to build and operate financially feasible community center facilities that do not affect Sound Transit’s FMV property transaction under FTA comparable sales appraisal guidelines.  | Response to UDF-expressed desire to include the potential for a community center as a permitted use TOD site.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| A community center may be allowed within the first vertical 40 feet of any site. The area of the community center will be exempt from any FAR calculations.  | FAR exemption for community center floor area and/or additional building height not to exceed 85’.  |
| <b>MAIN STATION BLOCK DIMENSIONS – BUILDING, LAND USE &amp; AMENITY AREAS</b>  |   |
| The Main Station Block overall dimensions from West to East are proposed as depicted in the Coordinated Development Plan, and precisely represent the required building and Amenity Area program in section and plan view.   |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Site A Broadway streetscape including an 18’ sidewalk accomplished by a 5’ green area and 9’ sidewalk walk within the public Right of Way, with an additional 4’ ground floor private property setback from the property line. Standard overhead weather protection along Broadway between 12 and 16 feet high and 6 – 8 feet deep will also be provided, but addressed through the community design review process. | An 18’ wide, publically-accessible sidewalk environment on Broadway between East John and East Denny that matches the 18’ sidewalk improvements required by the City of Seattle Right of Way Improvement Manual 4.11.2. |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Site A building depth of 140’ between the 4’ setback from the Broadway property line to the Nagle Place Extension (NPE) west curb line, north of the E. Denny property line and south of the Station vent shaft.   | Site A building depth supportive of typical Broadway ground floor retail and market rate residential unit dimensions on a double loaded corridor plan.  |

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| <p><b>ST PROVIDES</b></p> <p>A Site A Amenity Area accommodating (west to east) approximately a 10' wide bicycle parking area, a 42' wide plaza, a 22' wide Nagle Place Extension (NPE) right-of-way, south of the Station Vent Shaft; all dimensions as necessary to accommodate the multiple functionality of the plaza/NPE environment. The Development Agreement will include appropriate terms to provide that the privately owned plaza will be publically accessible.</p> | <p><b>CITY RECEIVES</b></p> <p>An approximate 11,000 s.f. privately owned publically accessible open space (plaza and portion of Nagle Place Extension) that potentially will include Broadway Farmers Market use by way of a property encumbrance by ST.</p>  |
| <p><b>ST RECEIVES</b></p> <p>A "pooled" Amenity Area that satisfies that requirement for all CDP sites (A, B, C and D) by concentrating publically accessible private open space on the main station in one place-making location.</p>   | <p><b>CITY PROVIDES</b></p> <p>Developer latitude to accommodate the Site A building footprint and site plan as described and depicted in the CDP showing section of Site A and C relationship to the East Denny Way Festival Street.</p>  |
| <p><b>ST PROVIDES</b></p> <p>A Site A building façade setback of 12 feet from the southern property boundary along East Denny Way so as to create a private plaza space on the building plinth base to help activate the East Denny Way Festival Street. Provide direct access from the plinth down to public sidewalk along East Denny Way.</p>   | <p><b>CITY RECEIVES</b></p> <p>Integration of the East Denny Way Festival Street with a plaza set-back of the Site A south building façade.</p>  |
| <p><b>ST RECEIVES</b></p> <p>Integration of public and private spaces along the Site A southern property boundary.</p>   | <p><b>CITY PROVIDES</b></p> <p>Integration of public and private spaces along the Site A southern property boundary.</p>   |
| <p><b>ST PROVIDES</b></p> <p>An Amenity area on Site B (North &amp; South) created west to east from the east curb line of NPE, a 6' sidewalk , a 10' Entry/Court/Garden zone, and a 4' Balcony/Bay Zone that facilitates pedestrian activation of the NPE environment.</p>  | <p><b>CITY RECEIVES</b></p> <p>An NPE public/semi-public/private environment between the publically accessible open space (plaza and NPE) and the west façades of the Site B buildings that may encourage stoops and at-grade residential building entrances necessary for pedestrian activation of NPE.</p> |
| <p><b>ST RECEIVES</b></p> <p>Pooled Amenity Area covering all CDP building sites (A, B, C and D).</p>  | <p><b>CITY PROVIDES</b></p> <p>Developer latitude to accommodate the Site A building footprint and site plan as described and depicted in the CDP showing the relationship of Sites A and C to the East Denny Way Festival Street.</p>   |
| <p><b>ST PROVIDES</b></p> <p>Site B building depths of 94' from the combined 16' setback from property line at the east NPE curb line to an east building façade with a 4' Balcony/Bay Overhang zone, an 8' Garden/Entry/ Court zone off of 10<sup>th</sup> Avenue east, to the east property line, to accommodate a double loaded corridor plan dimensioned to a standardized unit depth, and a Garden/Entry/Court environment for the residential buildings.</p>               | <p><b>CITY RECEIVES</b></p> <p>Public and private amenity areas as the result of a reduced building footprint in exchange for "pooled" Amenity Area requirements met on the Main Station Block.</p>  |

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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Site B building footprints and credited amenity areas as depicted in the CDP.  | Pooled Amenity Area covering all CDP sites (A-D).   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| A Site B 3' greenscape zone between the east property line and back of sidewalk to provide screening, green or architectural, for the potential of a raised podium façade of the underground garage.   | Greening of the potential raised podium façade of the underground garage.                           |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Pooled Green Factor covering all CDP building sites.   | Development Agreement approval of pooled Green Factor applied to all CDP sites (A-D).               |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| A Site B back of sidewalk to the 10 <sup>th</sup> Avenue west curb line that includes an 6' walk, alternating 7' greenscape and 7' parking bay widths at curbside.   | Visual link to Cal Anderson Park by developer-provided 10 <sup>th</sup> Avenue streetscape per CDP. |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Pooled Amenity Area covering all CDP building sites.   | Development Agreement approval of pooled Amenity Area applied to all CDP sites (A-D).               |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Upper level setbacks on the top two stories of Site C fronting East Denny Way; minimum 5 foot depth.   | Greater solar access for the East Denny Way Festival Street.  |
| <b>AMENITY AREAS - PLAZA/BICYCLE PARKING/FARMER'S MARKET/PASS-THROUGHS</b>   |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| On Site A, an approximate 6,656 s.f. area to function as a privately owned, publically accessible plaza for potential use by the Broadway Farmer's Market and other programmed activities at the discretion of the property owner. When combined with the abutting NPE the area of the plaza expands to approximately 10,598 s.f., sufficient for 50 market stall tents. | Publically-accessible private open space supportive of community place-making activities.           |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Pooled Amenity Area covering all CDP building sites.   | Same.   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Coordinate plaza and NPE design and construction materials to be consistent with the East Denny Way Festival Street design and construction materials. ST will include RFQ/P bonus points for site proposals that include financial commitments to design and build the plaza environment to a higher standard than that of the Festival Street.                         | Same.   |



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| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| Dedicated bicycle parking and storage adjacent the plaza on Site A in excess of City requirements, including secure facilities at an initial minimum of 133 spaces to 266 in 2030.  | Same.   |
| <b>ST RECEIVES</b>  | <b>CITY PROVIDES</b>  |
| Pooled Amenity Area covering all CDP building sites.  | Same.   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| Site A and Site B-South east/west ground floor building pass-throughs located mid-block, approximately across Nagle Place Extension from one another to provide pedestrian access through the block. The pass throughs shall be dimensioned between 15 – 20’ in width, meeting ADA standard, and at a height consistent with ground floor retail window. The mid-block pass-throughs shall be open for a minimum of 16 hours a day each day of the year and are publically accessible during those hours. | Managed public accessibility through private buildings to allow for east/west accessibility across the main station block, facilitating north/south pedestrian access on NPE.   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| A requirement for a discernible visual break in the building mass on Site A that marks the pedestrian pass through, as depicted and described in Exhibit A - Discernible Massing Break Design guidance.   | A discernible visual break in the building mass along Broadway that marks the pedestrian pass-through and achieves an urban design goal of the UDF.   |
| <b>ST RECEIVES</b>  | <b>CITY PROVIDES</b>  |
| Pooled Amenity Area covering all CDP building sites.  | Credit for pass-through areas towards the total Pooled Amenity Area supporting all CDP building sites.  |
| <b>EAST DENNY WAY FESTIVAL STREET</b>   |   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| A requirement for developer of site A to install two street trees, matching the species and size of other trees on the festival street, on north side of East Denny Way between Broadway and Nagle Place adjacent to the property.  | Visual integration of the East Denny Way Festival Street and Plaza.   |
| <b>GREEN FACTOR</b>   |   |
| <b>ST PROVIDES</b>  | <b>CITY RECEIVES</b>  |
| A coordinated approach to meeting Green Factor across all parcels as depicted in the CDP that meets or exceeds the total Green Factor requirement on those parcels (required score of .3 or higher, functionally equivalent to landscaping 30% of the site).  | Green Factor elements that enhances a sense of place, maximizes environmental functionality, provides green treatment to amenity areas, and provides for design continuity between the Capitol Hill Station transit facilities and the redevelopment sites. |

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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Certainty that coordinated Green Factor approach will be approved.   | Development Agreement approval of coordinated Green Factor approach.  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Application of Green Factor methods, as shown on the Green Factor Score sheet, including the following: Broadway planting strips; north side of Denny planting strip and infiltration/retention zones; 10 <sup>th</sup> Ave planting strips and infiltration/retention zones; John St. planting strips; Nagle Place courtyard planted areas; 10 <sup>th</sup> Ave courtyard planted areas; Vent shaft green wall; Site A green roof. | A coordinated approach to meeting Green Factor requirements that meets or exceeds total required score across all parcels, and addresses the UDF vision.                                    |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Coordinated Green Factor approval. Green Factor methods as depicted in the CDP are variable through Design Review provided the overall Green Factor score is 0.302 or higher.  | Development Agreement approval of coordinated Green Factor approach. Specifics of the landscape plans including methods, plant choice and distribution will be reviewed at a project level. |
| <b>SUSTAINABLE DESIGN</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| LEED Silver/ Evergreen Standard required; developer preference for LEED Gold/Platinum on market rate sites   | Same.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Sustainable development that meets or exceeds the market.  | Same.   |
| <b>VEHICULAR ACCESS</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| A coordinated vehicular access plan for individual site access and egress, neighborhood circulation, and privately controlled functionality of NPE with the public East Denny Way Festival street.   | Same.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Coordinated vehicular access plan as negotiated and approved by SDOT that ensures developer and tenant access to all sites and provides functional neighborhood access.  | Approval of same in the Development Agreement.  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Nagle Place Extension, a privately owned and managed north/south street restricted to tenant and service access for the main station block buildings and activities, and Broadway Farmers Market use.  | Managed public accessibility for use of the NPE.  |


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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Curb cut access at East Denny Way to connect Nagle Place Extension with East John Street, providing privately managed access as depicted and described in the CDP Vehicular Access plate and pooled Amenity Area) for the NPE area.  | Approval of same in the Development Agreement.  |
| <b>AUTOMOBILE PARKING/GARAGE ACCESS/STREET CAR PLATFORM @ SITE D/GARAGE PLANS</b>  |   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>  |
| Developer requirement not to exceed a residential parking ratio of .7/unit on all sites. Requirement that parking is unbundled from affordable units. Developer preference given to unbundle parking from all residential units.   | Stall-to-unit ratio recommended in the UDF achieved through an overall residential ratio of 0.7/unit as described in the CDP. |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| Garage curb cut locations and dimensions as shown in the CDP Garage Access sheet.  | Approval of same in the Development Agreement.  |
| <b>ADMINISTRATIVE DESIGN REVIEW &amp; CAPITOL HILL NEIGHBORHOOD DESIGN GUIDELINES</b>  |   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>  |
| <p>A Design Review process modified as follows:</p> <ul style="list-style-type: none"> <li>▪ City staff will meet with Design Review Board (DRB) in advance of Early Design Guidance meeting to apprise Board of process to date, including RFQ/P process and rigor involved in being the successful proposal.</li> <li>▪ DRB will be asked to follow the RFQ/P process in order to be knowledgeable about direction provided through community RFQ review process.</li> <li>▪ In the Early Design Guidance meeting, one alternative (as opposed to three) will be required for submittal.</li> <li>▪ Capitol Hill Design Review Board will review project with DPD Planner in the context of public DRB meetings where public comment is encouraged. Additional meetings between DPD Planner and project proponent will occur as needed.</li> <li>▪ DPD will assign the Capitol Hill TOD project(s) to same planner (workload permitting)</li> <li>▪ Process will outline two DRB meetings and require no more than three; additional allowed at request of proponent.</li> <li>▪ If a Master Developer successfully bids on a combination of sites, all sites may be considered as a package through design review.</li> </ul> | Same.   |

October 5, 2012

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| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| The ability to go through the standard design review process if preferred by the developers.   | The ability to go through the standard design review process if preferred.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| Review and comment on supplemental site-specific design guidelines that will be amended to the Capitol Hill Neighborhood Design Guidelines to be applicable at time of development and adopted concurrently with the Development Agreement.  | Supplemental site-specific design guidelines, amended to the Capitol Hill Neighborhood Design Guidelines to be applicable at time of development concurrent with the adoption of the Development Agreement.  |
| <b>IMPLEMENTATION</b>  |  |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| A Coordinated Development Plan (CDP) that incorporates elements of the UDF and provides flexibility for developers to meet market conditions for building footprints, heights and density concepts that meet site goals, ST business practices, and address the UDF vision on all sites.   | Certainty of development approach and standards, including expressed community desires in the UDF and incorporated into the Development Agreement.   |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| Development flexibility beyond that outright permitted in existing codes and regulations, including height and massing.  | Approval of same in the Development Agreement.   |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| Sound Transit's CDP that presents the agency's approach for the redevelopment of ST-owned sites in a manner that responds to City regulations and incentives, community aspirations as expressed in the Urban Design Framework, ST's mission and project and business objectives, and real estate market demand.   | The coordinated response to City regulations, incentives and planning documents including the Urban Design Framework, as depicted and described in the CDP and incorporated into the Development Agreement.  |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| The final CDP and UDF will be attached to and/or referenced in the Development Agreement for guidance to developers and information for the public.  | The City will review and provide its comments on the CDP. The final CDP and UDF will be attached to and/or referenced in the Development Agreement.  |
| <b>ST RECEIVES</b>   | <b>CITY PROVIDES</b>   |
| A development agreement that at a minimum: <ul style="list-style-type: none"> <li>▪ sets forth the applicable development standards and any variations from otherwise applicable development regulations;</li> <li>▪ vests development on the property for a period up to 10 years;</li> <li>▪ allows for minor administrative modifications, and termination of the agreement at a date certain.</li> </ul> | A development agreement that at a minimum: <ul style="list-style-type: none"> <li>▪ sets forth the applicable development standards and any variations from otherwise applicable development regulations;</li> <li>▪ vests development on the property for a period up to 10 years;</li> <li>▪ allows for minor administrative modifications, and termination of the agreement at a date certain.</li> </ul> |
| <b>ST PROVIDES</b>   | <b>CITY RECEIVES</b>   |
| Coordinated Development Plan approach to site development that guides future developers together with the Development Agreement and Sound Transit imposed encumbrances.  | Certainty of development approach and standards, including expressed community desires in the UDF, as approved in the Development Agreement.   |

SOUND TRANSIT

  
\_\_\_\_\_  
Joan M. Earl  
Chief Executive Officer

10.5.12  
\_\_\_\_\_  
Date

CITY OF SEATTLE

  
\_\_\_\_\_  
Diane M. Sugimura, Director  
Department of Planning and Development

10.5.12  
\_\_\_\_\_  
Date