

**Agenda Item 9
Meeting of 10/5/16**

ORDINANCE 2016-13864

AN ORDINANCE RELATING TO THE COASTLAND MALL PLANNED DEVELOPMENT; DETERMINING REZONE PETITION 16-R1, IN ORDER TO REZONE APPROXIMATELY 70.27 ACRES FROM PD PLANNED DEVELOPMENT TO A NEW PD PLANNED DEVELOPMENT IN ORDER TO AMEND THE DEVELOPMENT STANDARDS FOR SIGNS AND PROVIDING FOR FUTURE DESIGN CHANGES THROUGH DESIGN REVIEW BOARD APPROVAL FOR PROPERTY OWNED BY COASTLAND CENTER, LLC AND LOCATED AT 1900 9TH STREET NORTH, COMMONLY KNOWN AS COASTLAND CENTER MALL AND MORE PARTICULARLY DESCRIBED HEREIN; ADOPTING THE PLANNED DEVELOPMENT DOCUMENT AS AMENDED HEREIN; AND PROVIDING A SEVERABILITY CLAUSE, A REPEALER PROVISION AND AN EFFECTIVE DATE.

WHEREAS, Coastland Center, LLC, the owner/operator of the property located at 1900 Tamiami Trail (9th Street) North, and commonly known as Coastland Center Mall, has petitioned to rezone from PD Planned Development, to a new PD Planned Development, in order to amend the development standards for signs, and providing for future design changes through Design Review Board approval, for property owned by Coastland Center LLC and located at 1900 9th Street North; and

WHEREAS, following an advertised public hearing on August 10, 2016, the Planning Advisory Board considered the public input, staff recommendations and criteria in the Code and has recommended by a vote of 5 to 0 that Rezone Petition 16-R1 be approved; and

WHEREAS, after considering the recommendation of the Planning Advisory Board and City staff, following a public hearing on the subject, and providing the petitioner, staff and the public an opportunity to present testimony and evidence, the City Council has determined that the petition should be granted;

NOW THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF NAPLES, FLORIDA:

Section 1. That Rezone Petition 16-R1, rezoning approximately 70.27 acres from PD Planned Development to a new PD Planned Development, in order to amend the development standards for signs and providing for future design changes through the Design Review Board approval, is hereby approved for property owned by Coastland Center, LLC, commonly known as Coastland Center Mall, and located at 1900 9th Street North, said property more particularly described as follows:

See Exhibit "A"

in accordance with the revised Planned Development Narrative attached hereto as Exhibit "B" and incorporated herein.

Section 2. That the Planned Development Document for the Coastland Center Mall as amended herein, is hereby adopted.

Section 3. That the Zoning Atlas of the City of Naples shall be amended to reflect said zoning.

Section 4. **Disclaimer & Permit Condition (Applicable only if federal or state permits are required):** Issuance of a development permit by the City does not create any right to obtain a permit from a State or Federal agency and does not create any liability on the part of the City for issuance of the permit if the applicant fails to obtain requisite approvals or fulfill the obligations imposed by a State or Federal agency or undertakes actions that result in a violation of State or Federal law. If applicable, all other State or Federal permits must be obtained before commencement of the project.

Section 5. That if any word, phrase, clause, subsection or section of this ordinance is for any reason held unconstitutional or invalid, the invalidity thereof shall not affect the validity of any remaining portions of this ordinance. However, if any word, phrase, clause, subsection or section is determined to be an unreasonable condition affecting the overall development plan contained herein, it shall not be severed.

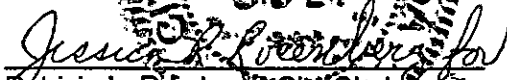
Section 6. Repealer. This PD Ordinance adopting this Planned Development Document and this Planned Development Document shall amend, supersede and take priority over Planned Development Ordinance 05-11030, as amended. However, the former ordinances and Planned Development Documents, along with former Exhibits and attachments, shall remain in effect to the extent not inconsistent with the Ordinance, this Planned Development Document and its Exhibits and attachments.

Section 7. This ordinance shall take effect immediately upon adoption at second reading.

APPROVED AT FIRST READING THE 21ST DAY OF SEPTEMBER, 2016

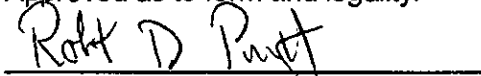
PASSED AND ADOPTED AT SECOND READING AND PUBLIC HEARING IN OPEN AND REGULAR SESSION OF THE CITY COUNCIL OF THE CITY OF NAPLES, FLORIDA THIS 5TH DAY OF OCTOBER, 2016

Attest:


Patricia L. Rambosk, City Clerk


Bill Barnett, Mayor

Approved as to form and legality:


Robert D. Pritt, City Attorney

M:\REF\COUNCIL\ORD\2016\2016-13864

Date filed with City Clerk: 10-11-16

Exhibit "A"

The existing Coastland Center Mall and the proposed expansion are located in Section 27, Township 49 South, Range 25 East. The legal descriptions that describe the parcels which comprise the project are as follows:

PARCEL "A"

Commencing at the southwest corner of Block 39, Tier 11, of the Original Plan of Naples according to the plat thereof as recorded in Plat Book 1, page 8, Collier County Public Records, Collier County, Florida;

thence along the west line of said Block 39, Tier 11, and along the east line of Tenth Street North, North 9°41'40" West 20.00 feet to the north right-of-way line of Fleischmann Boulevard;

thence along said north right-of-way line, North 80°18'20" East 15.00 feet for the POINT OF BEGINNING of the parcel herein described;

thence North 5°43'04" East 83.71 feet; thence South 79°41'20" East 59.86 feet; thence South 9°41'40" East 20.21 feet; thence North 80°18'20" East 20.00 feet; thence South 9°41'40" East 20.00 feet; thence North 80°18'20" East 490.00 feet; thence North 9°41'40" West 31.09 feet; thence North 45°01'00" West 68.95 feet; thence North 44°59'00" East 140.75 feet; thence North 45°01'00" West 240.00 feet; thence South 44°59'00" West 64.00 feet; thence North 45°01'00" West 97.09 feet; thence South 44°59'00" West 303.00 feet; thence North 45°01'00" West 393.23 feet; thence North 0°01'00" West 48.93 feet; thence South 89°59'00" West 214.35 feet; thence South 2°21'00" East 205.39 feet; thence South 45°01'00" East 81.20 feet; thence South 44°59'00" West 238.40 feet; thence South 9°42'39" East 208.82 feet; thence North 80°18'20" East 20.00 feet; thence South 9°41'40" East 20.00 feet; thence North 80°18'20" East 346.00 feet; thence South 9°41'40" East 20.00 feet to the north right-of-way line of Fleischmann Boulevard; thence along said north right-of-way line, South 80°18'20" West 386.00 feet to the east right-of-way line of U.S. 41 (Tamiami Trail); thence along said east right-of-way line, North 9°42'39" West 270.34 feet; thence continuing along said east right-of-way line, northerly 326.47 feet along the arc of a circular curve concave to the east, having a radius of 5729.58 feet, being subtended by a chord which bears North 8°04'42.5" West 326.43 feet; thence North 83°33'14" East 134.80 feet; thence North 0°01'00" West 102.76 feet; thence North 89°59'00" East 280.00 feet; thence North 44°59'00" East 109.19 feet; thence North 45°01'00" West 153.13 feet; thence North 44°59'00" East 488.85 feet; thence South 45°01'00" East 172.00 feet; thence North 44°59'00" East 280.45 feet; thence North 45°01'00" West 174.71

feet to the south line of the north 109.50 feet of Lot 94 of Naples Improvement Co.'s Little Farms according to the plat thereof as recorded in Plat Book 2, page 2, Collier County Public Records, Collier County, Florida and the south line of land described in Quit Claim Deed recorded in Official Record Book 871, pages 225 and 226, Collier County Public Records; thence along the south line of said land described in Official Record Book 871, pages 225 and 226, North 89°31'20" East 1001.92 feet; thence continue along the south line of said land described in Official Record Book 871, pages 225 and 226, easterly 112.71 feet along the arc of a circular curve concave to the south, having a radius of 462.00 feet, being subtended by a chord which bears South 83°29'20" East 112.43 feet; thence South 0°28'40" East 1100.65 feet to the north right-of-way line of Fleischmann Boulevard, (120 foot right-of-way); thence along said north right-of-way, South 80°18'20" West 49.00 feet; thence North 9°41'40" West 65.00 feet; thence North 37°58'55" West 77.96 feet; thence North 60°01'00" West 109.59 feet; thence North 29°59'00" East 318.64 feet; thence South 89°59'00" West 392.02 feet; thence North 60°01'00" West 170.00 feet; thence South 29°59'00" West 362.00 feet; thence South 60°01'00" East 117.00 feet; thence South 29°59'00" West 207.05 feet; thence South 45°01'00" East 135.60 feet to said North right-of-way line of Fleischmann Boulevard; thence along said north right-of-way line, South 80°18'20" West 850.33 feet to the POINT OF BEGINNING;

being a part of Lots 94, 95 and 96 of Naples Improvement Co.'s Little Farms according to the plat thereof as recorded in Plat Book 2, page 2, Collier County Public Records, Collier County, Florida;

and being part of Block 39, Tiers 10, 11, 12, 13, and 14 of the Original Plan of Naples, according to the plat thereof as recorded in Plat Book 1, page 8, Collier County Public Records, Collier County, Florida;

subject to easements and restrictions of record; subject to an easement dedication to the public use for road right-of-way purposes (Golden Gate Parkway) over and across all that part of the north 12.00 feet of the south 121.50 feet of Lot 94 of said Naples Improvement Co.'s Little Farms as described in Official Record Book 886, pages 1551 through 1555, Collier County Public Records, Collier County, Florida; containing 31.36 acres of land more or less.

Bearings are based on a bearing of North 89°21'20" East on the north line of Lot 94 of Naples Improvements Co.'s Little Farms, (Plat Book 2, page 2).

Parcel "B"

Description of Part of Lot 96 of Naples Improvement Co.'s Little Farms (P.B. 2, p.2) and of Part of Block 39, Tiers 10, 11 and 12, (P.B. 1, p.8) City of Naples.

Commencing at the Southwest Corner of Block 39, Tier 11, of the Original Plan of Naples according to the plat thereof as recorded in Plat Book 1, page 8, Collier County Public Records, Collier County, Florida; thence along the West line of said Block 39, Tier 11, and along the East line of 10th Street North, North 9°41'40" West 20.00 feet to the North Right-of-Way line of Fleischmann Boulevard, thence along said North Right-of-Way line, North 80°18'20" East 865.33 feet to the PLACE OF BEGINNING of the parcel herein described;

thence along said North Right-of-Way, North 80°18'20" East 630 feet; thence North 9°41'40" West 65 feet; thence North 37°58'55" West 77.96 feet; thence North 60°01'00" West 109.59 feet; thence North 29°59'00" East 318.64 feet; thence South 89°59'00" West 392.02 feet; thence North 60°01'00" West 170 feet; thence South 29°59'00" West 362 feet; thence South 60°01'00" East 117 feet; thence South 29°59'00" West 207.05 feet; thence South 45°01'00" East 135.60 feet to the PLACE OF BEGINNING

being a part of Lot 96 of Naples Improvement Co.'s Little Farms according to the Plat thereof as recorded in Plat Book 2, page 2, Collier County Public Records, Collier County, Florida; and being a part of Block 39, Tiers 10, 11 and 12 of said Original Plan of Naples, (Plat Book 1, page 8), Collier County, Florida; containing 7.28 Acres more or less.

PARCEL "C"

Description of Parts of Lots 94, 95 and 96 of Naples Improvement Co.'s Little Farms (P.B. 2, p. 2) City of Naples.

Commencing at the Southwest corner of Block 39, Tier 11, of the Original Plan of Naples according to the plat thereof as recorded in Plat Book 1, page 8, Collier County Public Records, Collier County, Florida; thence along the West line of said Block 39, Tier 11, and along the East line of 10th Street North, North 9°41'40" West 20.00 feet to the North Right-of-Way line of Fleischmann Boulevard; thence along said North Right-of-Way line, South 80°18'20" West 440.00 feet to the East Right-of-Way line of U.S. 41, (Tamiami Trail); thence along said East Right-of-Way line, North 9°42'39" West 270.34 feet;

thence continuing along said East Right-of-Way line, Northerly 326.47 feet along the arc of a circular curve concave to the East, radius 5729.58 feet, subtended by a chord which bears North 8°04'42.5" West 326.43 feet for the PLACE OF BEGINNING of the Parcel herein described;

thence continuing along said East Right-of-Way line, Northerly 390.00 feet along the arc of a circular curve concave to the East, Radius 5729.58 feet, subtended by a chord which bears North 3°29'46" West 389.74 feet; thence North 0°32'46" West 252.84 feet; thence North 89°31'20" East 963.10 feet; thence South 45°01'00" East 174.71 feet; thence South 44°59'00" West 280.45 feet; thence North 45°01'00" West 172.00 feet; thence South 44°59'00" West 488.85 feet; thence South 45°01'00" East 153.13 feet; thence South 44°59'00" West 109.19 feet; thence South 89°59'00" West 280.00 feet; thence South 0°01'00" East 102.76 feet; thence South 83°33'14" West 134.80 feet to the PLACE OF BEGINNING;

being a part of Lots 94, 95, and 96 of Naples Improvement Co.'s Little Farms according to the Plat thereof as recorded in Plat Book 2, page 2, Collier County Public Records, Collier County, Florida; subject to easements and restrictions; containing 12.00 Acres more or less.

PARCEL "D"

Description of Part of Lot 96 of Naples Improvement Co.'s Little Farms (P.B. 2, p.2) and of Part of Block 39, Tiers 10, 11, and 12, (P.B. 1, p. 8) City of Naples.

Commencing at the Southwest Corner of Block 39, Tier 11, of the Original Plan of Naples according to the plat thereof as recorded in Plat Book 1, page 8, Collier County Public Records, Collier County, Florida;

thence along the West line of said Block 39, Tier 11, and along the East line of 10th Street North, North 9°41'40" West 20.00 feet to the North Right-of-Way line of Fleischmann Boulevard and the PLACE OF BEGINNING of the parcel herein described;

thence along said North Right-of-Way line, South 80°18'20" West 54.00 feet; thence North 9°41'40" West 20.00 feet; thence South 80°18'20" West 346.00 feet; thence North 9°41'40" West 20.00 feet; thence South 80°18'20" West 20.00 feet; thence North 9°42'39" West 208.82 feet; thence North 44°59'00" East 238.40 feet; thence North 45°01'00" West 81.20 feet; thence North 2°21'00" West 205.39 feet; thence North 89°59'00" East 214.35 feet; thence South 0°01'00" East 48.93 feet; thence South 45°01'00" East 393.23 feet; thence North 44°59'00" East 303.00 feet; thence South 45°01'00" East 97.00 feet; thence North 44°59'00" East 64.00 feet; thence South 45°01'00" East 240.00 feet; thence South 44°59'00" West 140.75 feet; thence South 45°01'00" East 68.95 feet; thence South 9°41'40" East 31.09 feet; thence South 80°18'20" West 490.00 feet; thence North 9°41'40" West 20.00 feet; thence South 80°18'20" West 20.00 feet; thence North 9°41'40" West 20.21 feet; thence North 79°41'20" West 59.86 feet; thence South 5°43'04" West 83.71 feet to the North Right-of-Way line of Fleischmann Boulevard; thence along said North Right-of-Way line, South 80°18'20" West 15.00 feet to the PLACE OF BEGINNING;

being a part of Lot 96 of Naples Improvement Co.'s Little Farms according to the Plat thereof as recorded in Plat Book 2, page 2, Collier County Public Records, Collier County, Florida; and being a part of Block 39, Tier 10, 11, and 12 of said Original Plan of Naples, (Plat Book 1, page 8), Collier County, Florida; subject to easements and restrictions; containing 9.36 Acres more or less.

Exhibit "B"
2016 PD NARRATIVE

I. STATEMENT OF LEGISLATIVE HISTORY AND LEGISLATIVE INTENT

By the adoption of this Ordinance 2016, the Coastland Center Mall PD Document, of which this 2016 PD Narrative is part, shall consist of the following:

1. The terms and conditions set forth in Ordinance 92-6808 (the "1992 Ordinance"), adopted November 18, 1992 and reproduced in Part I below;
2. The PD Narrative incorporated into Ordinance 92-6208 (the "1992 PD Narrative"), as amended by Ordinance 05-11030 and as further amended herein to reflect current ownership, to eliminate the Development Team designations in Section V. thereof, and to substitute a designation of the Owner's Representative, and as further amended by amending certain land use regulations and development standards contained in the 1992 PD Narrative, set forth in Part II below, with amendments shown by strike-throughs and underlines ;
3. The "Restaurant/Retail Development Area" development regulations set forth in Ordinance 04-10620 (the "2004 Ordinance") and reproduced in Part III below.
4. The "West End Redevelopment and Renovation Area" development regulations set forth in Ordinance 05-11-030 (the "2005 Ordinance") and reproduced in Part IV below.

The 1992 Ordinance rezoned the Property (as defined in the 1992 Ordinance) from "HC-Highway Commercial" to PD to permit the redevelopment and expansion of Coastland Center Mall, and was adopted concurrently with DRI Development Order 92-DRI (the "DRI"), which approved the expansion of the mall to a maximum of 995,000 square feet gross leasable area (1,119,179 square feet gross floor area) with up to 5,350 parking spaces. The 1992 Ordinance and the 1992 Planned Development Narrative described and provided development regulations and standards for the development of 955,000 square feet GLA of the 995,000 square feet GLA authorized by the DRI.

Approximately 925,000 square feet GLA was constructed and completed in 1996 (including structures that had existed prior to the expansion authorized by the 1992 Ordinance). The 2004 Ordinance, amended the 1992 Ordinance and 1992 Planned Development Narrative to provide for the construction of a free-standing restaurant/retail structure of no more than 11,000 square feet GLA to be located in the area designated on the Site Plan as the "Restaurant/Retail Development Area". Construction and development of this area was completed in 2005 and is currently the site of the Cheesecake Factory Restaurant.

The 2005 Ordinance depicts and describes the redevelopment and renovation of those areas (landscape areas, parking areas and mall buildings) located in the western portion of the Property and fronting on U.S. 41 and referred to therein as the West End Redevelopment and

Renovation Area. The project consisted of improvements to the pedestrian connections between the mall and Cheesecake Factory, a revised passenger drop-off/valet area, and redesign of the mall entrance in that area, including restaurants with facades and entrances oriented to the central parking area. Construction and development of this area was completed in 2007.

[Note: Original language is shown in italics, amendments are shown by strike-throughs or underlines].

PART I.

Section One.

The terms and conditions of Ordinance 92-6808 are as follows:

SECTION 1 That the property more particularly described through attached Exhibit "A" is hereby zoned "PD" Planned Development in conformance with the following documents:

a. "A PLAN DEVELOPMENT SUBMITTAL FOR COASTLAND CENTER MALL EXPANSION": a 23-page blueprint submittal drawn by Cooper Carry & Associates dated September 30, 1992 together with a six sheet blue print amendment stamped "Naples City Council Agenda Item #6, for the meeting of November 18, 1992"; and,

b. The Planned Development Narrative, a 20-page text submitted by Ruden, Barnet, McClosky, Smith, Schuster & Russell dated 11/14/92; and,

c. Two documents distributed by the applicants at the November 18, 1992 public hearing; COASTLAND CENTER Landscape Code Analysis dated November 16, 1992 and the memo from Don Pickworth to Kim Anderson regarding Mall security dated November 18, 1992.

SECTION 2 This rezoning is subject to the following conditions:

a. The Applicant may be given the option to replace the proposed Theater/Food Court with a two story, fifth department store subject to all density, architectural and parking requirements contained within this planned development approval.

b. The Applicant shall be responsible for the installation of landscaping and drainage improvements within the Goodlette-Frank Road Right-of-way, including shade trees planted 30' on-center, east of the proposed Southwest Florida land Preservation Trust/City of Naples pathway.

c. Landscape buffers shall be placed immediately adjacent to the southeastern parking garage.

d. The final architectural design of the southeastern mall entrance shall be revised to include a trellis feature similar to the treatment of the US 41 mall entryway.

e. *Water management plans for this project shall meet the requirements of the South Florida Water management District and shall also correct any existing drainage problems created by the current mall development including but not limited to excel run-off onto Golden Gate Parkway and Fleischmann Boulevard. The City Engineer shall review and approve any such corrective action.*

f. *Final utility plans shall be reviewed and approved by the City of Naples, Public Works Department and shall include a program for the reduction in the number of water meters through the use of master water meters.*

g. *This approval is conditioned upon, and subject to, the approval of the Development of Regional Impact, Application for Development Approval 92-DRI 1, including all conditions required by the Regional Planning Council or City of Naples and all commitments made by the Applicants within their DRI/ADA documentation.*

h. *All installed shade trees shall be a minimum of twelve (12) feet in height.*

SECTION 3. *The Zoning Atlas of the City of Naples shall be amended to reflect said rezoning.*

SECTION 4. *If any word, phrase, clause, subsection or section of this ordinance is for any reason held unconstitutional or invalid, the invalidity thereof shall not affect the validity of any remaining portions of this ordinance.*

SECTION 5. *This ordinance shall take effect immediately upon adoption at second reading.*

SECTION 6. *This ordinance shall remain valid for three years from the effective date of the Development of Regional Impact, Development Order. If substantial development has begun within that three-year period, this planned development rezone ordinance will remain applicable to all construction described in the Planned Development submittal for an additional seven years. After 10 years from the effective date of the Development of Regional Impact, Development Order, building permits for further expansion to the Coastland Center Mall shall require review and approval by the City of Naples in accordance with the rules and regulations which are in effect at that time.*

PART II

Section One.

The terms and conditions of the 1992 Planned Development Narrative, amended by strike-throughs and underlines as indicated are as follows:

I. INTRODUCTION

This Planned Development Narrative is a part of City of Naples Ordinance No. PD-92-R10 (the Ordinance) adopted November 18, 1992, titled "Coastland Center Planned Development" which rezones the lands described herein from "HC" Highway Commercial to "PD" Planned Development. The Coastland Center Planned Development describes and depicts the development currently existing on the site and the proposed redevelopment and expansion of the existing development. The purpose of this narrative is to provide certain information required by Section 7-4-22 and Section 3-82 of the City of Naples Comprehensive Development Code that will govern the redevelopment and expansion of the existing development.

The Coastland Center Planned Development is a Development of Regional Impact and is covered by City of Naples DRI Development Order 92-DRI 1, adopted November 18, 1992.

Coastland Center is located within the City of Naples, in Collier County, Florida approximately one mile east of the Gulf of Mexico. Its immediate boundaries are CR 886 (Golden Gate Parkway) to the north, U.S. 41 (Tamiami Trail) on the west, Fleischmann Boulevard on the south and CR 851 (Goodlette-Frank Road) on the east. [See Exhibit B, "Existing Conditions Map"].

The Developer proposes to expand the existing mall by approximately 402,332 square feet GLA. At total buildout, Coastland Center will include approximately 955,000 square feet GLA of retail space.

The project is anticipated to commence prior to 1995. More specific plans include the expansion of the four existing anchor stores, the addition of interior common areas, retail shops, food court and cinema. [See Exhibit C, General Site Plan].

II. DEFINITIONS

"City" shall mean the City of Naples acting through its City Council or staff members as appropriate.

"Code" shall mean the City of Naples Comprehensive Development Code (Ordinance 89-5981, as amended through the date of adoption of this Ordinance).

"Developer" shall mean Coastland Center Joint Venture or such successor entity as may be entitled to exercise development control over the Property. Developer is the Petitioner in this application.

"Existing Development" shall mean the existing shopping mall consisting of four anchor stores and retail shops of about 550,000 square feet GLA along with existing parking areas, drainage facilities, landscaping, signage and other facilities and structures as depicted on the Existing conditions Map, Exhibit B, and specifically authorized by previous site plan and building permit approvals.

"Existing Mall property" shall mean the 60.0± acres described as Parcels A, B, C, and D in Exhibit D.

"Option Property" shall mean the 10.27± acres described as Parcel E in Exhibit D.

"Property" shall mean those lands within the City of Naples in Collier County, Florida consisting of 70.27± acres described as Parcels A, B, C, D, and E on Exhibit D.

"Redevelopment and Expansion" shall mean the renovation and expansion of the Existing Development as described and depicted in this document and the Site Plan.

III. EXISTING DEVELOPMENT

The City recognizes that the Existing Development is of vital economic and social importance to the City of Naples. Therefore this Ordinance shall in no way be construed such that the Existing Development or any part thereof shall be deemed a non-conforming use. The City hereby confirms that if all or any portion of the Existing Development shall be destroyed or damaged, or if the Redevelopment and Expansion shall not proceed, then the Existing Development may be repaired, renovated, or reconstructed in accordance with the development standards under which the Existing Development or part thereof was constructed. Provided, however, then-existing Building, Fire, and Electric Codes shall be complied with to the degree reasonably feasible.

IV. LEGAL DESCRIPTIONS

The Property is legally described in Exhibit D.

V. OWNERSHIP, CONTROL, AND AUTHORIZATIONS

A. The names and addresses of the parties having fee simple title or lessor estate in the site are listed below:

~~*Coastland Center Joint Venture
e/o LaSalle Partners Development Limited
1620 I Street NW, Suite 800
Washington D.C. 20006*~~

*Coastland Center, L.P. LLC
110 North Wacker
Chicago, IL 60606
Parcels A, B, E*

*Allied Stores General Real Estate Company
7 West Seventh Street
Cincinnati, Ohio 45202
Parcel D [Macy's]*

*Seritage SRC Finance LLC
3333 Beverly Road*

Hoffman Estates, IL 60179
Parcel C [Sears]

B. *The Developer is authorized to exercise control over the Development of the Property. ~~The Developer has professional consultants identified in VI below as the Development Team.~~ The Developer's Representative is identified in VI below.*

VI. DEVELOPMENT TEAM

*Developer's Representative: General Growth Properties
c/o Senior General Manager
Coastland Center Mall
1900 Tamiami Trail North
Naples, FL 34103
(239) 262-7100*

VII. AUTHORIZED LAND USES

No building or structure, or part thereof, shall be erected, altered or used, or land or water used, in whole or in part, for other than the following, and all merchandise shall be displayed in an enclosed building.

- (1) Amusement parlors, having coin-operated amusement games.*
- (2) Antique and specialty furniture sales.*
- (3) Art or photography studios.*
- (4) Automobile agencies franchised to sell new automobiles (no repair or service facilities shall be permitted).*
- (5) Bakery, retail (baking on premises with all baked goods sold at retail on premises).*
- (6) Child care centers.*
- (7) Churches.*
- (8) Cocktail lounges.*
- (9) Convenience service establishments such as tailoring, garment, alteration and repair, shoe repair and the like.*
- (10) Cultural facilities, including libraries or museums and/or publicly-owned buildings.*
- (11) Dancing or staged entertainment, except in an establishment which serves alcoholic beverages, in which case a conditional use approval shall be required.*

- (12) *Financial institutions, excluding drive-up windows which are permitted only by conditional use petition approval under the Land Development Code.*
- (13) *Gasoline service stations and/or repair and accessories operations if connected with a department store.*
- (14) *General retail sales establishments including shopping centers and department stores. Retail sales establishments may include incidental processing, repair, and rental activities provided they are accessory and subordinate to the retail sales use, and provided that storage, processing, and repair of merchandise occurs within the principal building.*
- (15) *Laundry or dry-cleaning pick-up establishments (no laundering or dry-cleaning on premises).*
- (16) *Medical or dental offices or clinics but not veterinary offices or clinics.*
- (17) *Motion picture theaters or live theaters (no drive-in theaters).*
- (18) *Parking garages and structures.*
- (19) *Parking lots (non-commercial; no meters or on-site parking fee collection).*
- (20) *Personal service establishments such as barber and beauty shops.*
- (21) *Pool or billiard parlors.*
- (22) *Professional, business, civic or public utility offices (no drive-up or drive-through windows except upon Conditional Use approval).*
- (23) *Restaurants and food service establishments such as cafeterias and "food courts".*
- (24) *Schools, colleges, and commercial Schools.*
- (25) *Accessory uses and structures which are incidental to and customarily associated with the above permitted uses.*
- (26) *Other uses which are determined by the Community Development Director to be similar to those uses set forth above.*

VIII. DEVELOPMENT STANDARDS

The following requirements shall be the Development Standards for the Redevelopment and Expansion:

A. *Minimum Setbacks* – No buildings will be closer than 75 feet from the nearest property line except that existing buildings and the second-flooring of the existing buildings shall be permitted at the existing set-backs.

B. *Maximum Height* – Thirty-five (35) feet to the underside of the ceiling of the highest story, plus nine feet from said ceiling to the highest point of a flat roof or parapet wall measured from the finished floor elevation. These height limitations shall not apply to skylights, mechanical penthouse equipment and architectural enhancements such as, but not limited to, entrance features.

C. *Minimum Off-street Parking* –

(1) 4.5 spaces per 1,000 square feet of GLA for all uses.

(2) The City (by written request to the Developer) or the Developer (by written request to the City) may cause the parking to be monitored to insure that adequate parking, as defined herein, is being provided in accordance with the following:

(a) The monitoring study shall be performed by an engineering firm hired by the City. The Developer shall be responsible for reimbursing the City for any and all typical costs associated with such monitoring activities.

(b) Parking shall be deemed inadequate if the monitoring study shows that more than 95% of the parking spaces are occupied during the peak hour for thirty days each year for two successive calendar years ("Parking Problem"). The monitoring study shall be undertaken for the forty-five busiest days of the mall which forty-five days shall be determined by daily traffic counts being taken under the supervision of Barr Dunlop & Associates or other engineering firm acceptable to the City for the period from January 1, 1993 through and including December 31, 1993.

(c) Peak hour shall be defined as approximately 3:00 p.m.

(d) If there is a Parking Problem, the City may require Developer to take Remedial Action as described herein which action shall be commenced within 180 days of notice from the City Council to the Developer that a Parking Problem exists and the City desires to have the Developer undertake Remedial Action or, Developer, on its own initiative shall have the right to take Remedial Action if there has been a determination that there is a parking Problem. Remedial action shall mean that Developer shall add a minimum of 250 parking spaces to one of the structured parking decks unless Developer obtains City Council's approval for some other type of action to solve the parking Problem.

(e) In order to facilitate Developer's ability to carry out the above referenced construction of additional parking at least one of the parking decks shall be structurally capable of supporting an additional parking level.

(f) If, after being instructed by the City to take Remedial Action, the Developer fails to commence same in accordance with the time frames set forth herein or thereafter fails to complete same using due diligence, the City in addition to all other rights and remedies which it may have shall also have the right to injunctive relief to force the Developer to comply with the terms of these parking provisions. If City is required to enforce these parking provisions through litigation and the City is the prevailing party in such litigation, the city shall be entitled to reimbursement by Developer of all the City's legal fees and costs at all trial and appellate levels.

D. Parking Requirements –

(1) Parking areas shall be designed generally as shown on the Site Plan.

(2) A minimum of 200 spaces shall be grass parking spaces, located generally as shown on the Site Plan.

(3) There shall be no bumper stops required.

(4) All parking spaces (except grass spaces) shall be painted to indicate their proper location and area requirement.

(5) Minimum dimensions of parking spaces:

(a) All required off-street parking areas shall be designed so as to meet the minimum dimensions shown in the following table.

<i>Space Requirements at Various Parking Angles</i>				
<i>Parking Angle (Deg.)</i>	<i>Stall Width</i>	<i>Stall to Curb</i>	<i>Access Aisle (One-Way)</i>	<i>Curb Length</i>
<i>0 deg.</i>	<i>9.0 ft.</i>	<i>9.00 ft.</i>	<i>12.0 ft.</i>	<i>20.00 ft.</i>
<i>30 deg.</i>	<i>9.0 ft.</i>	<i>16.83 ft.</i>	<i>12.0 ft.</i>	<i>18.00 ft.</i>
<i>40 deg.</i>	<i>9.0 ft.</i>	<i>18.45 ft.</i>	<i>13.0 ft.</i>	<i>14.04 ft.</i>
<i>45 deg.</i>	<i>9.0 ft.</i>	<i>19.08 ft.</i>	<i>13.0 ft.</i>	<i>12.69 ft.</i>
<i>50 deg.</i>	<i>9.0 ft.</i>	<i>19.62 ft.</i>	<i>13.0 ft.</i>	<i>11.79 ft.</i>
<i>60 deg.</i>	<i>9.0 ft.</i>	<i>20.07 ft.</i>	<i>18.0 ft.</i>	<i>10.44 ft.</i>
<i>70 deg.</i>	<i>9.0 ft.</i>	<i>19.98 ft.</i>	<i>18.0 ft.</i>	<i>9.54 ft.</i>
<i>80 deg.</i>	<i>9.0 ft.</i>	<i>19.26 ft.</i>	<i>24.0 ft.</i>	<i>9.18 ft.</i>
<i>90 deg.</i>	<i>9.0 ft.</i>	<i>18.00 ft.</i>	<i>24.0 ft.</i>	<i>9.00 ft.</i>

(b) Access way: 12.0 feet minimum, one way; 20.0 feet minimum two-way circulation. Minimum turning radius from property line to street line of fifteen (15) feet.

(c) Compact car spaces: A maximum of ten (10) percent of the required off-street parking spaces may be designated as "Compact Car Spaces." Each such space shall have a minimum stall width of eight (8) feet and a minimum of stall depth of eighteen (18) feet. Such

spaces shall be signed and designated "Compact Cars Only" and shall not be located in high turnover areas.

(6) Paving requirements: Except for grassed parking spaces, off-street parking, vehicular use areas, and loading facilities including driveways, accessways and access aisles shall be paved or surfaced to current Engineering Division standards. Alternate paving and base materials which will provide comparable durability and hard surface characteristics may be substituted upon the specific approval of the Building Official.

(7) Handicapped Spaces: There shall be 20 handicapped parking spaces for the first 1000 parking spaces and one space for each additional 100 spaces.

(8) Landscaping of parking areas shall be generally as shown on the Site Plan.

(9) Fire Department Access Requirements:

(a) Minimum Clear Widths: All access ways and/or driveways to be used to emergency access to a building shall be a minimum of 15 feet clear width. Access aisles closest to a building must provide a 20 foot minimum clear access. Turns or corners within emergency accesses must provide a clear turning radius of 50 feet minimum outside radius and 35 feet inside radius.

(b) Minimum Vertical Clearances: All emergency accesses must maintain a minimum of 14 feet overhead clearance.

(c) Fire Lanes: Fire lanes shall be provided for buildings with a front setback of 75 feet or more, measured from the curb of the public roadway serving the building. Required fire lanes shall comply with the following:

(i) Fire lanes shall provide direct access to the front of the building for fire department apparatus.

(ii) Fire lanes shall be 20 feet in width, measured from the curb or edge of pavement nearest building.

(iii) Fire lanes shall provide access to a minimum of 60% of the front side of the building.

(iv) Any parking spaces, loading zones, or other obstructions along the front of the building shall be spaced to obstruct no more than 20% of access between sections of fire lanes.

(v) Each section of fire lane shall be a minimum of 75 feet in length.

(vi) When a fire lane has been required, it shall be marked and identified in the following manner. Designated fire lanes shall be marked with painted curb and approved signs:

- a) *The face and the top of the curb shall be painted traffic yellow.*
- b) *When a curb is not present, a four (4) inch stripe will be used.*
- c) *Signs shall be mounted so that they may be observed from both directions when two-way traffic is present.*
- d) *Signs may be on one side for one-way traffic.*
- e) *Signs are to be seen and read regardless of the location an individual may stop, stand, or park.*

(d) Fire Hydrants and Fire Department Connections: When fire hydrants or fire department connections are required within a parking lot, they shall be located and marked as follows:

(i) Fire hydrants and fire department connections shall be located within island or similar landscape areas, or protected by traffic barriers, adjacent to and facing access drive or main aisle.

(ii) Ground cover within five (5) feet of fire hydrants or within three (3) feet of fire department connections shall be paved, sod, or mulch.

(iii) The face and top of curb shall be painted yellow.

(iv) The markings for fire department connections will maintain a minimum of ten (10) feet, five (5) feet each side of connection; markings for fire hydrants will maintain a minimum of 30 feet, 15 feet each side of hydrant.

(e) Alternate Designs: Alternate designs may be approved upon specific recommendation of the Fire Marshall.

E. Landscape Requirements:

(1) Plant materials and quantities shall be as shown on the Landscape Plan.

(2) Interior and perimeter landscaping will be generally as shown on the Landscape Plan. The total landscaped area shall be substantially as shown in Section IX.

(3) All required plant material shall be required to meet the minimum size requirements contained within Section 8-2 of the Comprehensive Development Code. In particular no required trees shall be less than seven feet tall. For the purposes of calculating required tree numbers, three Sabal palm trees shall equal one required tree, except on the perimeter landscaping along Golden Gate Parkway where one Sabel palm will equal one tree. Where located on site, Sabal palms shall be clustered in groups to achieve the required potential for a 15-foot canopy spread.

(4) *The proposed landscape along Goodlette-Frank Road right-of-way shall comply with the Corridor management Overlay District requirements, particularly the restriction of tree species to pine trees and canopy trees only, planted at thirty foot intervals except for immediately adjacent to vehicular entry ways.*

(5) *The proposed landscape along Golden Gate Parkway shall also comply with Corridor Management Overlay District of the Comprehensive Development Code requirements except that landscaped area width shall be as indicated on the submitted site plan, as amended, and that tree height, species and placement shall match the corridor landscape treatment installed across the road at both the Gateway Shopping Plaza and the Naples High School athletic fields.*

(6) *The 30' wide "loop road" indicated at the perimeter of this site shall be reduced to 24' in width except for required turn lanes. The resulting 6' in area shall be allotted to adjacent landscaped areas with the priority being perimeter landscape areas.*

(7) *Final landscape plans for the Goodlette-Frank Road perimeter landscape area shall be approved by the planning staff of the City of Naples in consultation with the Parks and Parkways superintendent of the City of Naples, and the Southwest Florida Land Preservation Trust.*

(8) *If requested by the City of Naples, Developer shall, prior to issuance of the first building permit for construction of new buildings or parking garages, grant an easement to the City of Naples or the Southwest Florida Land Preservation Trust for the pedestrian/bicycle path and landscape area on the eastern portion of the property as depicted on the site plan.*

F. Impact Fee Credit For Existing Structures – An impact fee credit will be granted for any part of the Existing Development which is removed for the Redevelopment and Expansion on an equal square footage or other appropriate basis.

G. Availability and Adequacy of Water, Water Pressure, and Sanitary Services – The site will be served by the City of Naples water and sewer system. The City water system will be utilized for fire fighting purposes. These systems are adequate to serve the Redevelopment and Expansion. The Developer shall use city-supplied "re-use" water for irrigation.

H. Water Management Strategy – The proposed drainage system for the Coastland Center expansion will include a combination of features designed to mitigate potential stormwater quality/quantity impacts. It is anticipated that an exfiltration system will be employed to address the stormwater quality component for the proposed expansion site. It is also anticipated that an additional storage element may be required for the expansion site to assure that the post-development peak rate of discharge will not exceed the existing peak rate of discharge. Stormwater quality and quantity design criteria will be consistent with that specified by the South Florida Water Management district. The proposed development will require the design and permitting of additional stormwater management facilities in accordance with the rules of the South Florida Water Management District. As these plans are prepared, elements of

the existing stormwater management system will be improved and permits will be obtained for both the existing operation and proposed expansion.

I. Signs

(1) Prior to issuance of permits for any signage, a master sign plan shall be submitted for review and approval by the City Council. The master sign plan shall, in addition to providing for appropriate aesthetics, demonstrate the appropriateness of the size of the signs contemplated by subsection (3). The size of the signs set forth in subsection (3) shall only be allowed if they have been approved as part of a master sign plan.

(2) Upon commencement of the redevelopment and Expansion, the Developer may erect a maximum of three (3) ground signs, each sign to be a maximum area of 100 square feet. These signs shall be for the purpose of advising the public that Coastland Center is being redeveloped and may contain other information about the redevelopment. Any signs erected under this provision shall be removed upon the issuance of Certificates of Occupancy for all structures for which building permits have been obtained.

(3) The following signs shall be permitted:

(a) Two (2) landscaped monument signs located as shown on the Landscape Plan [located at the intersection of Golden Gate Parkway and U.S. 41 and the intersection of Golden Gate Parkway and Goodlette Road] shall be permitted. The signs shall incorporate landscaping as part of the architectural features and shall contain two faces, each face not to exceed 160 square feet.

(b) Ground Signs for Identification: A ground sign, displaying only the name of the Center and not identifying the businesses within the Center, may be located at each site entrance. These signs may have two faces, each face not to exceed 100 square feet.

(c) Each mall entrance may have a mall entrance identification sign not exceeding 80 square feet.

(d) One exterior mounted sign shall be permitted for each establishment ~~with an exterior~~ adjacent to a customer entrance up to a maximum of 80 square feet per store, plus one sign per business which is adjacent to a covered pedestrian walkway, such sign to be located under and hanging from the canopy over the pedestrian walkway, not to exceed six square feet in the area.

(e) Major anchor tenants with 65,000 square feet or more of enclosed building area and with more than one major pedestrian entrance may have a flush-mounted wall sign up to 320 square feet in area on each face where there is a pedestrian entrance, up to a maximum of ~~three~~ four.

(f) Directional signs to individual stores to provide guidance to vehicles.

(g) Wall signs on the parapet walls of the parking decks (“Parking Deck Wall Signs”) shall be permitted, subject to the following limitations:

1. Wall signs shall be limited to a height of no more than 24 inches.
2. The total square footage of the wall sign on each of the walls shall not exceed 80 square feet.
3. Wall signs may be illuminated only by backlighting (halo lighting) or by illumination on the sign so designed so as to concentrate the illumination on the sign and such lights shall not glare upon surrounding streets or adjacent property.

J. Lighting – The quality and design of the project require that the lighting enhance the visual experience of the different elements of the site by consumers, visitors, and residents of the city. Equally important is providing an atmosphere of security for persons using the Center and ensuring that traffic circulation and parking areas of the Center are clearly illuminated. For these reasons, the following lighting standards shall be used in the design of the Center.

(1) All project entrances shall have arterial-level lighting.

(2) Lighting in exterior parking areas shall be designed to eliminate glare or spill-over on neighboring residential properties. Pole heights will not exceed currently existing heights. The outside parking areas shall be designed to provide a minimum of two-foot candles.

(3) Interior parking structure lighting shall be designed to meet or exceed current industry practices for security and safety. Parking garage lighting shall be designed to a minimum average of seven-foot candles.

(4) Architectural flood lighting will provide building wall washing and accent site features. The landscaping will have up-lighting as well as accent lighting in selected areas.

(5) Light poles on the top level of the parking decks shall be a maximum of 16 feet high.

K. Security

(1) The design will emphasize openness and will minimize areas where persons or vehicles may be concealed. Exterior areas accessible to the public shall be designed to be clearly visible to view by vehicular security patrols.

(2) Loading areas, refuse areas, exterior mall entrances, and “shadow areas” shall be separately lighted.

(3) The Developer will provide on-site security patrol for exterior areas, and emergency “assistance needed” call boxes in parking structures.

(4) *The final design for each area to be constructed shall be reviewed and approved by the City of Naples Police Department and Fire Department prior to issuance of building permits for the initial construction of the new space permitted by this PD.*

(5) *The Developer will submit a security management plan which will be reviewed and approved by the City of Naples Policy Department and Fire Department prior to issuance of the building permit for initial construction of any of the new space permitted by this PD.*

L. Internal Traffic Control

Internal site circulation will be significantly enhanced by the development of a "ring road". This will reduce travel through the parking aisles, thus reducing potential conflicts between circulating vehicles and parking/backing vehicles and pedestrians. The development of a ring road will encourage motorists to employ the internal circulation system rather than the public streets.

IX. PROJECT DATA

DESCRIPTION	SQUARE FEET	ACRES	% OF TOTAL
TOTAL SITE AREA	3,060,958	70.27	100
BUILDING SITE COVERAGE	846,463	10.43	27.65
PARKING STRUCTURE SITE COVERAGE	332,152	7.63	10.85
GROSS LEASABLE AREA (GLA)*	955,000	N/A	N/A
TOTAL LANDSCAPED AREA	511,000	11.73	16.69
WATER RETENTION AREA	82,000	1.88	2.68
GRASSED PARKING AREA	55,000	1.26	1.80

**Includes 5000 square feet for kiosks*

PARKING DATA**

DESCRIPTION	SQUARE FEET	UNIT OF MEASURE	TOTAL SPACES REQUIRED
TOTAL GLA	955,000	4.5 SPACES PER 1000 SF	4298
TOTAL PARKING INDICATED			4300

***This standard shall apply at all stages of completion, i.e. prior to the issuance of a Certificate of Occupancy for any portion of the GLA authorized by this Ordinance, there will be in place 4.5 spaces for each 1000 square feet of GLA completed.*

X. DEVELOPMENT SCHEDULE

It is anticipated that commencement of the Redevelopment and Expansion will occur prior to December 31, 1995. The project is anticipated to be completed by 2002.

XI. COMMONLY OWNED AND USED AREAS

All common areas shall be managed and maintained by Developer.

XII. ARCHITECTURAL DESIGN

The project will be designed in an architectural character which is indigenous to the area employing the architectural detailing as indicated on the elevations, perspectives and detailed graphic studies submitted as part of this PD/GDSP application. The architectural vocabulary is intended to be expressed throughout the project with various uses of materials, colors, shapes and forms which are similar or complementary. An outline design criteria is also set forth in this application which is intended to establish some guidelines for the design of buildings which have not been indicated graphically on the elevations and perspectives included in this application. The approval of the PD/GDSP will establish the architectural vocabulary for Coastland Center. This approval of the PD/GDSP will authorize the Developer to construct, reconstruct or renovate, as appropriate, the mall building, parking decks and the department stores in conformance with the elevations, perspectives, details and criteria included within this application. Any department store whose general architectural vocabulary is not established at the time of this initial PD/GDSP approval and the theater/food court shall be subject to the architectural review standards set forth herein. Similarly, any major design modification which would alter the architectural vocabulary established and approved by the approval of this PD/GDSP shall be subject to similar architectural review in this event of a major design change. Procedurally, the staff shall review all building permit applications, for those structures for which the architectural vocabulary has been established and approved. To ensure that the same comport with the approved vocabulary established at the initial PD/GDSP approval. If the application demonstrates compatibility with the initial architectural vocabulary, no further architectural review shall be necessary. If the staff determines that the architectural vocabulary of the proposed structure is inconsistent with that established at PD/GDSP approval, staff shall submit the application material to the ~~Planning Advisory Board (PAB)~~ Design Review Board (DRB) for approval. If the ~~PAB DRB~~ finds that the proposed structure is not compatible with the architectural vocabulary established, the applicant will be required to make the required modifications to create compatibility with the established vocabulary. Where the architectural vocabulary of any department store is not established by this PD/GDSP approval, then the building permit application and architectural drawings shall be submitted to the ~~PAB DRB~~ for review and approval.

The following design criteria is established for buildings (department stores) in which the architectural design has not been indicated on the elevations, perspectives and details submitted as part of this application, or for future applications to change the architectural character of the existing mall buildings.

- *Exterior Building Materials:*

- *Precast concrete of a light pastel, tan or off-white color, or such other color as may be approved by petition for design review to the Design Review Board, to be complimentary to the existing mall and new parking structure.*
- *Masonry units of a light pastel, tan or off-white color, or such other color as may be approved by petition for design review to the Design Review Board, to be complimentary to the existing mall and new parking structure.*
- *Exterior insulation and finish system with painted or stucco finish of a light pastel, tan or off-white color, or such other color as may be approved by petition for design review to the Design Review Board, to be complimentary to the existing mall and new parking structure.*
- *Painted or stained wood to be complimentary to the overall color pallet of the mall.*
- *Metal roofing, awning or accent pieces to be painted.*
- *Fiberglass or tile accents to be consistent with the color pallet established for the mall.*
- *Aluminum and glass storefronts at entrance.*
- *Exterior Landscaping Material:*
 - *To be consistent in type of planting materials as indicated on the mall's landscape plan. Changes to the landscape plan shall be subject to the approval of the Design Review Board.*

XIII. CHANGES IN SITE PLAN

The City acknowledges the Developer's requirement for flexibility in design and agrees that minor changes in project design will be treated as insubstantial changes which may be approved by the Zoning Administrator on a case-by-case basis. Insubstantial changes shall include, but not be limited to, the following changes:

- A. *Minor reconfiguration of building footprints.*
- B. *Minor reconfiguration of parking structure footprints.*
- C. *Increases in GLA of 5% or less as long as such increase does not increase GLA to more than 995,000 square feet.*
- D. *Increases in building or structure coverage of less than 5% provided such increase does not cause the total commercial building coverage to be greater than 28% of the Property.*

E. Changes in internal traffic or pedestrian circulation so long as such change does not create material adverse impact on safety, circulation.

F. Minor adjustments to entrances or exits.

G. Modifications of parking or landscape layout.

H. Modifications necessitated by governmental requirements or actions.

XIV. APPEALS TO CITY COUNCIL

Developer shall have the right to appeal an adverse decision of the Planning Advisory Board to the City Council.

XV. OTHER COMMITMENTS

A. Emergency Preparedness – Provisions will be made for increased ceiling height for storage of City emergency vehicles on the ground level of one of the proposed parking structures during hurricane events. The costs incurred in modifying the height of the parking structure to accommodate City emergency vehicles will be creditable towards impact fees.

XVI. CONSTRUCTION PHASING PLAN

A. Landscaping

(1) Landscaping at the intersection of U.S. 41 and Golden Gate Parkway shall up upgraded as shown by the site plan prior to April 30, 1993.

(2) The upgraded landscaping, as shown on the site plan along the U.S. 41 perimeter and along Fleischmann Boulevard perimeter from U.S. 41 to the Burdines entrance, shall be completed no later than December 31, 1993.

(3) Substantially, all perimeter landscaping, as depicted by the site plan, shall be completed upon the earlier to occur of (a) the issuance of the certificate of occupancy for the first new construction, other than parking decks, permitted by this PD; or (b) December 31, 1995.

(4) Interior landscaping around exterior of buildings and adjacent surface parking areas and landscaping around exterior

B. Parking – At all times, a parking ratio of at least 4.5 parking spaces per 1,000 square feet of gross leasable area shall be maintained. Because there is initially an over supply of parking, some additional construction may take place prior to construction of additional parking space. However, prior to issuance of the certificate of occupancy for the new Dillards building and/or the food court/theater, at least 1 parking deck shall be completed.

C. Fleischmann Boulevard – 10th Street improvements.

(1) *The western access to this project located on Fleischmann Boulevard shall be modified by the Developer as follows:*

- (a) *An island shall be constructed to prohibit traffic exiting the mall from proceeding directly south onto 10th Street (i.e., only a right and left turn out of this exit shall be permitted), prior to December 31, 1993.*
- (b) *An additional right turn only lane shall be constructed from this entrance for traffic heading west to U.S. 41 consistent with "Figure 2" prepared by Barr, Dunlop & Associates (Appendix 3 to City of Naples staff report dated October 1992 to Planning Advisory Board), or as otherwise approved by the City Engineer prior to December 31, 1995.*

(2) *The Developer will reimburse the City for any expenditures the City makes to install additional four-way stop signs on 10th Street whenever and if the City elects to make any such improvements. The Developer will at the request of the City make the necessary improvements to cause the eastern most access point to Fleischmann Boulevard to restrict exiting traffic to a left turn only at any time after December 31, 1995.*

D. Loop Road – *The new loop road as indicated on the site plan shall be substantially complete adjacent to any new construction of a commercial building prior to issuance of the certificate of occupancy for such commercial building. As a further requirement the new loop road on the western half of the Property shall be substantially completed prior to December 31, 1995.*

E. City Council Modification – *The City Council may, upon the request of the Developer, if it deems it appropriate, modify these time periods without amending this PD Ordinance.*

XVII. CONSTRUCTION STAGING PLAN

A. Construction Staging Plan for Each Phase of Construction – *Prior to the issuance of a building permit for the construction of any new building or parking garage, a construction plan for the management of construction equipment, materials and construction worker parking ("Staging Plan") shall be submitted for review and approval by the City Community Development Director prior to issuance of the building permit for such improvement.*

B. Location of Staging Areas for Construction Equipment, Materials and Construction Workers Parking – *The staging areas for construction equipment, materials and*

worker parking shall be either located within the Property or shall be required to obtain specific approval from the City Council if any portions of such construction activities are to take place off the Property.

C. Requirement in Construction Contract – *The construction contract with the general contractor for new construction of buildings and/or parking garages shall require compliance with this Staging Plan and shall require that such contractor require all its subcontractors to comply with the Staging Plan.*

ARTICLE XVIII. THEATER/FOOD COURT OPERATIONAL LIMITATIONS

A. Food Court Hours – *The food court shall not remain open after the later of 10:00 p.m. or 30 minutes after the end of retail hours in the remainder of the mall.*

B. Movie Theater Hours – *The schedule of movies in the theaters shall not allow the operator to begin the showing of a movie later than 10:00 p.m.*

C. City Manager Waiver or Modification of Operational Restrictions – *Upon request of the Developers, the City Manager may waive or modify these operational restrictions for given events or periods of time which he deems appropriate.*

PART III

Section One.

AUTHORIZED LAND USES IN THE RESTAURANT/RETAIL DEVELOPMENT AREA

Permitted Uses within the Restaurant/Retail Development Area shall be any authorized and permitted uses set forth in the 1992 Ordinance and 1992 Planned Development Narrative; provided however that any buildings constructed within the Restaurant/Retail Development Area shall not contain an aggregate of more than 11,000 square feet GLA.

Section Two.

DEVELOPMENT STANDARDS

A. Building Location. *Buildings located within the Restaurant/Retail Development Area may be closer than 75 feet from an interior property line, but may not be closer than 75 feet from any street-frontage property line.*

B. Maximum Height. *The maximum height of any buildings to be constructed in the Restaurant/Retail Development Area shall not exceed 42 feet, measured from the required FEMA elevation to the top of the roof.*

C. Parking. *Parking for buildings and uses within the Restaurant/Retail Development Area shall be provided within the Mall Property, at the same ratio as set forth in the 1992 Planned Development Narrative.*

D. Landscape Requirements. *Development within the Restaurant/Retail Development Area shall not unduly interfere with the perimeter landscaping approved by the 1992 Ordinance and 1992 Planned Development Narrative; however, minor changes to the perimeter landscaping shall be permitted to ensure adequate view corridors. The Cheesecake Factory Restaurant proposed to be located in the Restaurant/Retail Development Area shall contain additional landscaping consistent with the landscaping shown on the Landscape Plan.*

E. Signs. *The signs for the Cheesecake Factory Restaurant shall be in accordance with the sign plans contained in the plans submitted with this Amendment by Federal Heath Sign Company. If the Cheesecake Factory does not become, or ceases to be, the operator of the facility, the successor operator may have signage consistent with the signage contained in the sign plans.*

F. Architecture. *The Architecture for the Cheesecake Factory shall be consistent with the elevations and details contained in the plans submitted with this Amendment.*

PART IV.

Section One. The drawings and site plans referenced in Section One of Ordinance 92-6808 shall be amended and superceded by the drawings referred to herein as the West End Renovation and Redevelopment Area Site Plan. Except as modified by the West End Renovation and Redevelopment Area Site Plan, the remaining drawings and site plans referred to in Section One of Ordinance 92-6808 shall remain in effect.

Section Two: The West End Redevelopment and Renovation Area Site Plan shall consist of the following drawings:

<i>Title</i>	<i>Drawing # (If applicable)</i>	<i>Date</i>	<i>Prepared By</i>
<i>Coastland Center Mall Renovation PAB Submittal Mall Site Plan</i>	<i>N/A</i>	<i>9/9/05</i>	<i>Civil Consultants, Inc.</i>
<i>Coastland Center Mall Renovation PAB Submittal Existing Conditions</i>	<i>N/A</i>	<i>9/9/05</i>	<i>Civil Consultants, Inc.</i>
<i>Coastland Center Mall Renovation PAB Submittal Layout Plan</i>	<i>N/A</i>	<i>9/9/05</i>	<i>Civil Consultants, Inc.</i>
<i>Coastland Center Mall Renovation PAB Submittal Grading & Drainage</i>	<i>N/A</i>	<i>9/9/05</i>	<i>Civil Consultants, Inc.</i>
<i>Coastland Center Mall Renovation PAB Submittal Utility</i>	<i>N/A</i>	<i>9/9/05</i>	<i>Civil Consultants, Inc.</i>
<i>Coastland Center Final DRB Hearing 10/26/05 Conceptual Floor Plan</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS (Architects)</i>
<i>Coastland Center Final DRB Hearing 10/26/05 Conceptual Roof Plan</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS</i>
<i>Coastland Center Final DRB Hearing 10/26/05 Entry Elevations</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS</i>
<i>Coastland Center Final DRB Hearing 10/26/05 West End Elevations</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS</i>
<i>Coastland Center Final DRB Hearing 10/26/05 Site Aerial</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS</i>
<i>Coastland Center Final DRB Hearing 10/26/05 Conceptual Lighting Plan</i>	<i>N/A</i>	<i>N/A</i>	<i>TVS</i>