

**DEVELOPMENT AGREEMENT
BETWEEN BOSTON CROSSINGS LTD.
AND THE VILLAGE OF BOSTON HEIGHTS, OHIO**

SECTION 1: GENERAL

This Agreement is made in Boston Heights, Ohio by and between Boston Crossings Ltd., an Ohio limited liability company with offices at 29225 Chagrin Boulevard Suite 250 Pepper Pike, Ohio 44122, hereinafter the "Developer," Boston Heights Development Company LLC, an Ohio limited liability company, hereinafter the "Owner" and the Village of Boston Heights, Ohio, hereinafter the "Village".

WHEREAS, the Developer is the contract owner of certain real property situated in the Village of Boston Heights, Ohio, which property is currently owned by Boston Heights Development Company, LLC and consists of several parcels of land containing approximately 76.5 acres and which is located at the intersection of State Route 8 and Boston Mills Road and is generally bounded by State Route 8 to the west, the Ohio Turnpike (1-80) on the north, Boston Mills Road on the south and the corporation line of the Village to the east, which property is hereinafter referred to as the "Premises"; and

WHEREAS, the Developer desires to develop said Premises for a mixed-use retail and office development in conformance with the provisions of the Village of Boston Heights Zoning Code; and

WHEREAS, development of the Premises as a mixed-use retail and office project requires an amendment to the Village of Boston Heights Zoning Classification Map rezoning a portion of said Premises, which portion of said Premises is further described in the legal description attached hereto as Exhibit A, to the GB General Business District from its current OP Office Professional District zoning classification; and

WHEREAS, the Developer has submitted an application to the Village for rezoning the portion of the Premises described in Exhibit A; and

WHEREAS, the Developer and Owner desire to proffer certain design and development controls and restrictions which extend beyond the standard provisions and requirements of the Boston Heights Zoning Code and Subdivision Regulations as an inducement to the Village to rezone the portion of said Premises described in Exhibit A from OP Office Professional District to the GB General Business District; and

WHEREAS, the Developer and Owner also wish to proffer certain roadway and utility improvements as additional inducements to the Village to rezone said portion of the Premises to the GB General Business District as requested; and

WHEREAS, the Developer, the Owner and the Village each wish to ensure that said proffered representations, restrictions, controls, and improvements are fully documented, binding upon the Developer and Owner, and enforceable by the Village.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties hereto do mutually agree as follows:

SECTION II: DEVELOPMENT TO CONFORM TO CONCEPT SITE PLAN

The Premises shall be developed generally in conformance with the Concept Site Plan attached hereto as Exhibit B and in accordance with the provisions of the Village of Boston Heights Zoning Code and subject to the following criteria:

- A. The portion of the Premises fronting on Boston Mills Road to a depth of three hundred (300) feet from the existing centerline as of the date of this Agreement shall remain in the OP Office Professional District and be developed and used in accordance with the provisions of that zoning classification.
- B. The portion of the Premises immediately to the rear of the OP Office Professional District zoning shall be developed with smaller scale retail and commercial uses as shown on the Concept Site Plan as a transition area from office uses to larger retail uses.
- C. Larger scale retail stores shall be located along the northern boundary of the site adjacent to the Ohio Turnpike to reduce visual impacts from Boston Mills Road.
- D. Parking shall be provided sufficient to meet projected needs but not in excess of normally accepted practice and may be used in shared arrangements between retail and office uses as approved by the Village and in accordance with the provisions of the Zoning Code.
- E. All streets and drives on the Premises shall be and remain private.

SECTION III: SITE ACCESS

Vehicular access to and from the mixed-use retail and office development shall be provided at a maximum of three (3) locations as indicated on the Concept Site Plan attached as Exhibit B and which are further described as follows:

- A. An office access located at a point toward the eastern end of the Boston Mills Road frontage so as to provide maximum vehicular sight distance along Boston Mills Road and to avoid placement directly opposite a residence.
- B. A main commercial access located toward the western end of the Boston Mills Road frontage which shall also be located so as to avoid placement directly opposite a residence.
- C. A service entrance located near the extreme west end of the proposed development.

SECTION IV: TRAFFIC IMPROVEMENTS

The Developer agrees to identify, design and construct traffic and roadway improvements as follows:

- A. The Developer agrees, as part of its submission for Site Plan approval for development of the Premises as a mixed-use retail and office project, to submit a traffic analysis report prepared by a qualified professional traffic engineer. Said traffic analysis report shall determine and identify traffic and roadway improvements which are required and/or recommended as a result of the Developer's mixed-use retail and office development.
- B. The Developer agrees to construct, at Developer's sole expense, the roadway and traffic improvements necessary and recommended to accommodate the development as set forth in the traffic analysis report described in Section IV(A) above.
- C. The Developer further agrees that, to the extent that additional public right-of-way is necessary along Boston Mills Road to accommodate traffic and roadway improvements associated with the mixed-use retail and office development, the Developer shall provide for the dedication of such right-of-way along the north side of Boston Mills Road sufficient so that no additional right-of-way is required on the south side of Boston Mills Road.
- D. The Developer agrees to participate in funding an upgrading and improvement of the existing lane configuration and traffic signalization at the intersection of Boston Mills Road and State Route 8 as such improvements may be planned, designed and constructed by the Village in an amount equal to fifty percent (50%) of the actual cost incurred by the Village.

SECTION IX: APPROVAL

The Village, the Developer and the Owner hereby bind themselves, their members, successors, executors, administrators, and assigns to the other party of this Agreement and to the members, successors, executors, administrators, and assigns of the other party in respect to all covenants and provisions contained in this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed.

BOSTON CROSSINGS LTD.

Date: _____

By: _____
Patrick T. Finley, Managing Partner

BOSTON HEIGHTS DEVELOPMENT
COMPANY LLC.

Date: _____

By: _____
Howard Myers, Managing Partner

VILLAGE OF BOSTON HEIGHTS

Date: _____

By: _____
Raymond C. McFall, Mayor

Approved as to Form: _____
Russell Pry, Village Solicitor

LEGAL DESCRIPTION
OF PROPERTY TO BE REZONED FROM OP OFFICE PROFESSIONAL DISTRICT
TO GB GENERAL BUSINESS DISTRICT

Situated in the Village of Boston Heights, County of Summit, State of Ohio and being known as all or part of sublots South of the Ohio Turnpike in the Alnola Farms Subdivision as recorded in Plat Book 30 Page 41-43 Summit County Records and further bounded and described as follows:

Beginning at the Southeast corner of the Alnola Farms Subdivision, which is the Northerly Right-of-way line of Boston Mills Road (formerly Hudson Road, sixty (60) feet);

Thence North $81^{\circ} 21' 43''$ West, a distance of approximately 2232 feet along said Northerly Right-of-way line of Boston Mills Road, to a point, the same being on the Easterly boundary line of the existing GB General Business District line;

Thence North $00^{\circ} 41' 05''$ West, a distance of 270 feet along said GB General Business District line, to a point, the same being the Principal Place of Beginning for the following described parcel of land:

Thence North $00^{\circ} 41' 05''$ West, a distance of approximately 530 feet along said GB General Business District line, to a point in the Southerly Right-of-way line of the Ohio Turnpike as recorded in Volume 3296 Page 344 Summit County Records;

Thence North $76^{\circ} 55' 10''$ East, a distance of approximately 405 feet along said Right-of-way line to a point;

Thence North $51^{\circ} 02' 40''$ East, a distance of approximately 801 feet along said Right-of-way line to a point;

Thence 624.63 feet long the arc of a curve to the right, to the point of tangency, said curve having a radius of 11314.16 feet, a central angle of $0^{\circ} 09' 47''$, a chord of 624.55 feet, and bearing of South $80^{\circ} 45' 59''$ East;

Thence South $79^{\circ} 11' 05''$ East, a distance of 200 feet along said Southerly Right-of-way line, to a point, the same being approximate 350 feet west of the East line of the Alnola Subdivision;

Thence South $00^{\circ} 51' 47''$ East, a distance of 1280 feet, parallel with and 350 feet distant from the East line of said Alnola Subdivision, to a point, the same being 270 feet from the Northerly Right-of-way line of said Boston Mills Road;

Thence North $81^{\circ} 21' 43''$ West, a distance of approximately 2232 feet parallel with and 270 feet distant from said Northerly Right-of-way line of Boston Mills Road, to a point, the same being on the Easterly boundary line of the existing GB General Business District line, and the Principal Place of Beginning and containing 44 acres more or less.